

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE:

CASE NO.: 15-34287 (LZP)

BLACK ELK ENERGY OFFSHORE
OPERATIONS, LLC

CHAPTER 11

Debtor.

**DEBTOR'S EMERGENCY MOTION
FOR AUTHORITY TO USE CASH COLLATERAL**

AND

CERTIFICATE OF NECESSITY OF REQUEST FOR EMERGENCY HEARING

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Emergency relief has been requested. If the Court considers the motion on an emergency basis, then you will have less than 21 days to answer. If you object to the requested relief or if you believe that the emergency consideration is not warranted, you should file an immediate response.

Represented parties should act through their attorney.

BLACK ELK ENERGY OFFSHORE OPERATIONS, LLC (the "Debtor"), by and through its undersigned proposed counsel, as debtor and debtor-in-possession, files this motion (the "Motion"), pursuant to Section 363(c)(2) of Title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 4001(b)(1), seeking entry of: (i) an order (the

“Interim Order”) authorizing the Debtor to use Cash Collateral (as defined herein) on an interim basis pending a final hearing on the Motion (the “Final Hearing”) and entry of a final order (the “Final Order”); (ii) granting adequate protection pursuant to Sections 361, 362, and 363 of the Bankruptcy Code to The Bank of New York Mellon Trust Company, N.A. as Trustee (the “Trustee”) and Collateral Agent for the holders of the 13.75% Senior Secured Notes due 2015, pursuant to that certain Indenture dated November 27, 2014 (“Indenture”) and certain Noteholders who may direct the Trustee in accordance with Section 2.09 of the Indenture (“Consenting Noteholders”); and (iii) in accordance with Rule 4001(b) of the Federal Rules of Bankruptcy Procedure, Scheduling the Final Hearing. In support of the Motion, the Debtor states as follows:

Jurisdiction

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On August 11, 2015 (the “Petition Date”) The Grand Ltd., Gulf Offshore Logistics, LLC, Ryan Marine Services, Inc., and Laredo Construction, Inc. (collectively, the “Petitioning Creditors”) filed an involuntary petition for relief under Chapter 7 of the Bankruptcy Code against the Debtor (Doc. No. 1) (“Involuntary Petition”).

4. On August 31, 2015, the Debtor filed its Consent to Order for Relief (Doc. No. 68) and filed its Motion to Convert the Involuntary Chapter 7 Case to a Voluntary Chapter 11 Case (Doc. No. 69) (“Motion to Convert”).

5. On September 1, 2015, the Court entered the Order for Relief (Doc. No. 74) and entered its Order Granting Debtor’s Motion to Convert to a Case Under Chapter 11 of the

Bankruptcy Code Under 11 U.S.C. §706(a) (Doc. No. 75) (“Conversion Order”).

6. No trustee has been appointed and no creditors’ committee has been formed. The Debtor continues to operate its business as debtor in possession pursuant to Bankruptcy Code Sections 1107 and 1108.

The Debtor and Significant Events Prior to the Involuntary Petition

7. Formed in November of 2007, the Debtor is a Houston-based oil and natural gas company engaged in the exploration, development, production and exploitation of oil and natural gas properties within the Outer Continental Shelf of the United States in the Gulf of Mexico.

8. In August of 2014, the Debtor closed on a sale of seven (7) operating assets and one (1) non-operating asset to Renaissance Offshore, LLC that netted \$125.1 million in net proceeds to the Debtor after purchase price adjustments (“Renaissance Sale”). Following the closing of the Renaissance Sale, the Debtor re-purchased \$96 million of its Series E Preferred units using proceeds from the Renaissance Sale. Additional significant capital was used to provide collateral to secure the Debtor’s plugging & abandoning obligations associated with decommissioning platforms (“P&A Activity”).

9. As of September 30, 2014, the Debtor had a net working capital deficit of approximately \$61.9 million and the company’s ability to service its existing debt was in question.

10. The Debtor’s bleak outlook was made worse by rapidly falling crude oil prices and constant turnover of key management personnel.

11. As oil prices remained depressed through 2015, the Debtor lacked the ability to raise additional capital, and the Debtor struggled to pay creditor claims, which ultimately led to the Petitioning Creditors filing the Involuntary Petition.

12. Following the Renaissance Sale and another sale of substantial assets in January 2015 (the “Northstar Sale”), the Debtor’s current operations are limited to four operating platforms (“Operating Platforms”) as well as an additional sixteen (16) platforms that are in the process of being decommissioned (“P&A Wells”). The Debtor currently holds a non-operating working interest in nine (9) additional platforms (“Working Interests”).

Recent Changes in the Management of the Debtor

13. Since the filing of the Involuntary Petition, the Debtor has recently retained Baker & Hostetler LLP (“B&H”) to assist it in connection with the bankruptcy case.

14. With the assistance of B&H and input from the Petitioning Creditors, the Debtor has implemented a plan to establish credibility with creditors and work with all constituencies in the Debtor’s bankruptcy case to maximize value to the estate. Consistent with this plan, shortly after the filing of the Involuntary Petition, the existing directors of the Debtor were replaced with three (3) new directors, including two (2) independent directors.

15. The Debtor also recently appointed Mr. Jeff Jones of Blackhill Partners, LLC (“Blackhill”) as Chief Restructuring Officer (“CRO”) to assist the Debtor as it attempts to operate going forward. Since the appointment, the CRO has worked to prepare a budget in connection with this Motion.

16. After entry of the Order for Relief, the undersigned counsel informed the Debtor’s current bank, Capital One Bank, that no payments should be made out of the Debtor’s accounts until entry of an order approving this Motion.

17. The Debtor believes these early measures put in place will allow it to quickly and effectively identify the best possible way to restructure the Debtor and provide maximum value to all creditors in this case.

The Shut-In Inc and Discussions with BSEE

18. Shortly after the filing of the Involuntary Petition, the Bureau of Safety and Environmental Enforcement (“BSEE”) issued a Shut In Incident of Noncompliance (“Shut-In Inc”) to the Debtor on August 17, 2015 for failing to implement and maintain a safety and environmental management system (“SEMS”) program that complies with 30 CFR §250.1902, the American Petroleum Institute’s Recommended Practice for Development of a Safety and Environmental Management Program for Offshore Operations and Facilities (“API RP 75) as incorporated by reference in 30 CFR §250.198, and other requirements (“SEMS Deficiencies”).

19. The Shut-In Inc specifically allows, and even requires, the Debtor to continue its P&A Activity notwithstanding the Shut-In Inc.

20. As an entity that regulates compliance of operational safety and environmental laws in connection with the exploration and development of offshore oil and natural gas on the U.S. Outer Continental Shelf, BSEE is entitled to board any platform at any time and the Debtor intends to cooperate fully with BSEE as it seeks to correct the SEMS Deficiencies.

Secured Parties Debt Obligations

21. On November 23, 2010, the Debtor entered into the Indenture (the Indenture, together with all other agreements and documents delivered pursuant thereto or in connection therewith, including any amendments thereto, the “Prepetition Notes Documents”) among Black Elk Energy Offshore Operations, LLC and Black Elk Energy Finance Corporation, as issuers, and the Trustee.

22. Pursuant to the Indenture and the Prepetition Notes Documents, the Debtor incurred indebtedness to the Noteholders (“Senior Secured Notes”).

23. The Debtor used the funds borrowed under the Senior Secured Notes to: (i) pay-off outstanding indebtedness under a prior revolving credit facility; (ii) fund Bureau of Ocean Energy Management (“BOEM”) collateral requirements; and (iii) prefund certain escrow accounts.

24. As of the Petition Date, the Debtor was indebted and liable to the Trustee, without objection, defense, counterclaim, or offset of any kind, under the Prepetition Notes Documents, in the aggregate amount of: (i) \$68,567,000 in principal; plus (ii) accrued and unpaid interest; plus (iii) additional amounts owed under the Prepetition Notes Documents including, but not limited to, defaulted interest, fees, expenses, costs, and all other amounts due and owing under the Prepetition Notes Documents (collectively, the “Prepetition Notes Obligations”).

Use of Cash Collateral

25. In order to continue operations and allow for a successful reorganization and/or sale of the Debtor’s assets on a going concern basis, the Debtor will require the use of funds on hand and funds to be received in connection with the Debtor’s operations (collectively, the “Cash Collateral”).

26. The Cash Collateral, which the Debtor seeks to use, is comprised, in whole or in part, of funds held at Capital One Bank as of the Petition Date plus post-Petition Date operations. The Debtor is also receiving funds (“Liberty Funds”) held by Liberty Mutual Insurance Company (“Liberty Mutual”) as collateral in connection with certain released surety bonds issued by Liberty Mutual for the benefit of the Debtor (“Liberty Surety Bonds”). The Debtor anticipates Liberty Mutual turning over up to \$11,000,000 in the upcoming weeks. The Debtor, the Trustee and the Consenting Noteholders are exchanging information with respect to the Liberty Funds and reserve all rights in connection therewith.

27. Pursuant to the Prepetition Notes Documents, the Debtor granted to the Trustee on behalf of the Notes Secured Parties, to secure the Prepetition Notes Obligations, a security interest in

and continuing lien (“Prepetition Liens”) on all of the Debtor’s assets and property (“Prepetition Collateral”), including the Cash Collateral.

28. Prior to filing this Motion, the Debtor sought and obtained consent to the use of Cash Collateral from the Trustee and certain Noteholders who may direct the Trustee in accordance with Section 2.09 of the Indenture (the “Consenting Noteholders”). The Consenting Noteholders currently hold Senior Secured Notes in the amount of approximately \$21,300,000, which amounts to greater than 51% of the aggregate principal amount of the non-insider outstanding Senior Secured Notes. Such consent is conditioned upon the court’s entry of an order in the form attached to this Motion as **Exhibit “A”** (“Proposed Order”).

The Budget

29. A budget showing estimated receipts and disbursements (the “Approved Budget”) for the Debtor for the next five (5) weeks (the “Approved Budget Period”) is attached hereto as **Exhibit “B”** and is incorporated herein by reference. The Debtor’s use of Cash Collateral shall be subject to and governed by the terms of the Approved Budget and the Debtor acknowledges that the Trustee and the Consenting Noteholders shall have no obligation to permit the use of Cash Collateral other than in accordance with the Approved Budget and as set forth in the Proposed Order, including a permitted variance of fifteen percent (15%).

Adequate Protection for Secured Creditors

30. As adequate protection for the use of Cash Collateral, the Debtor generally proposes to grant the Trustee and the Consenting Noteholders replacement liens to the same extent, validity, and priority as those creditors held prior to the Petition Date.

31. In addition, the Debtor shall deliver to counsel to the Trustee and counsel to the Consenting Noteholders, respectively, weekly reports of the Debtor’s actual receipts and

disbursements compared to those set forth in the Approved Budget (“Reconciliation Reports”). The Reconciliation Reports shall be delivered to counsel to the Trustee and counsel to the Consenting Noteholders, respectively, each Friday for the week ending on the preceding Sunday.

**Specific Adequate Protection for the Trustee and the Consenting Noteholders,
Including “Significant Provisions” as Defined in the United States Bankruptcy
Court for the Southern District of Texas Procedures for Complex Cases**

32. With respect to the Trustee and the Consenting Noteholders, the Debtor stipulates to the validity, perfection, and priority of the Prepetition Liens and Prepetition Notes Obligations under the Prepetition Notes Documents (the “Stipulations”). Parties in interest, including any official committee of unsecured creditors (the “Committee”) that may be formed in the Debtor’s Chapter 11 Bankruptcy Case (“Bankruptcy Case”) shall be permitted to challenge the Stipulations up to and including the day that is sixty (60) days after entry of an order approving the Motion (“Challenge Deadline”). In the event a Committee is formed after the entry of an order approving this Motion, the Committee shall have sixty (60) days from its formation to challenge the Stipulations.

33. As adequate protection for the use of Cash Collateral, the Debtor proposes that the Trustee and the Consenting Noteholders be granted additional and replacement continuing valid, binding, enforceable, non-avoidable, and automatically perfected postpetition security interests in and liens on (the “Adequate Protection Liens”) any and all presently owned and hereafter acquired personal property, real property and all other assets of the Debtor, wherever located, including, without limitation, all prepetition collateral, the Debtor’s rights under section 506(c) of the Bankruptcy Code (subject to a final order), and all rights, claims and causes of action (including any avoidance claims or causes of action arising under chapter 5 of the Bankruptcy Code, but excluding any such claims against the Trustee or the Consenting Noteholders), and together with any proceeds,

recoveries, product, offspring or profits thereof to the extent of any diminution in value and the indemnity obligations.

34. The Adequate Protection Liens will be subject to and subordinate to a fund (the “Carve Out”) for the payment of: (i) unpaid quarterly fees required to be paid pursuant to 28 U.S.C. §1930(a), together with interest payable thereon pursuant to applicable laws; (ii) any fees payable to the Clerk of the United States Bankruptcy Court for the Southern District of Texas; and (iii) the allowed and reasonable fees and expenses of professionals employed by the Debtor and the Committee, respectively, up to the amounts set forth in the Approved Budget under the line item designated for each professional, but as to (iii) in any event not to exceed \$150,000 for Baker Hostetler LLP and \$150,000 for Blackhill Partners LLP for fees and expenses incurred subsequent to the issuance of a Termination Notice.

35. In addition, the Carve-Out shall not include, apply to, or be available for any fees for expenses incurred by any party, including the Debtor or the Committee, or its respective professionals, in connection with, or relating to, the investigation, initiation, or prosecution of any claims, causes of action, or other litigation against the Trustee and the Consenting Noteholders; provided, however, that subject to the entry of a final order approving this Motion (“Final Order”), the Committee, if any, may use up to \$25,000 (the “Investigation Fund”) to investigate (the “Investigation”) the validity, perfection, and priority of the Prepetition Liens and Prepetition Notes Obligations under the Prepetition Notes Documents.

36. Subject to entry of the Final Order, as additional adequate protection for the use of Cash Collateral and subject to the Carve Out, the Debtor proposes to grant the Trustee and the Consenting Noteholders to the extent provided by Sections 361, 363, 503(b), and 507(b) of the Bankruptcy Code, an allowed superpriority administrative expense claim.

37. As additional adequate protection for the use of Cash Collateral, the Debtor proposes to pay to the Trustee and the Consenting Noteholders ongoing payments in cash on a current basis each month for the reasonable and documented fees, costs, and expenses of the Trustee and the Consenting Noteholders in connection with the Bankruptcy Case, including fees and expenses of the Trustee's counsel and the Consenting Noteholders' counsel and financial advisor, as applicable, to be identified and included in the Approved Budget.

38. Subject to entry of the Final Order, as additional adequate protection for the use of Cash Collateral and in consideration for the Carve Out and payments made under the Approved Budget, no costs for expenses of administration shall be charged against or recovered from the collateral of the Trustee and the Consenting Noteholders pursuant to Section 506(c) of the Bankruptcy Code. Moreover, subject to entry of the Final Order, the Trustee and the Consenting Noteholders shall not be subject to the equitable doctrine of "marshaling" or any other similar doctrine with respect to any of the collateral.

39. As additional adequate protection for the use of Cash Collateral, the Debtor proposes to indemnify and hold harmless the Trustee and the Consenting Noteholders and their respective professionals in connection with any claim or liability incurred in respect of or in any way related to all actions taken by them in connection with or related in any way to the negotiating, implementing, documenting, or obtaining requisite approval of the use of Cash Collateral.

**CERTIFICATE OF NECESSITY OF
REQUEST FOR EMERGENCY HEARING**

40. Currently, the Debtor is working with BSEE to obtain relief from the Shut In Inc. Notwithstanding the fact that the Debtor is currently Shut In, other aspects of the Debtor's business, such as the Debtor's P&A obligations, require the use of Cash Collateral on a daily basis.

41. If the Debtor is not permitted to use Cash Collateral, it will be forced to halt its P&A operations and may ultimately have to cease operations altogether, which will result in loss of the going-concern value of the business and a reduction in the value of the estate's assets to the detriment of the Debtor's creditors.

42. Importantly, the Debtor's primary P&A vendor, Island Operating Corporation ("Island"), has informed the Debtor that it intends to cease all work for the Debtor if it is not paid for post-petition services by Tuesday, September 15, 2015.

43. Amounts owed to Island post-petition are included in the Approved Budget and the Debtor intends on paying Island current with respect to all post-petition work immediately after entry of the Interim Order.

44. The Debtor estimates that approximately one hour will be necessary for a hearing on this Motion and that approximately two hours may be required for a final hearing.

45. A copy of this Motion was served on the United States Trustee, the Trustee, the Consenting Noteholders, the Debtor's largest 20 unsecured creditors, all creditors with secured claims exceeding \$1,000,000, parties requesting notice, and counsel to each of those parties, if known. Notice of a hearing on this matter will be provided to the same parties.

WHEREFORE, Black Elk Energy Offshore Operations, LLC, respectfully requests this Court enter an order pursuant to 11 U.S.C. § 363, granting the request for an emergency hearing, the request to use Cash Collateral in accordance with the attached Budget, and for such other and further relief as is just and proper.

Dated: September 14, 2015
Houston, TX

/s/ Jimmy D. Parrish

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Proposed Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE:

CASE NO.: 15-34287 (LZP)

BLACK ELK ENERGY OFFSHORE
OPERATIONS, LLC

CHAPTER 11

Debtor.

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of DEBTOR'S EMERGENCY MOTION FOR AUTHORITY TO USE CASH COLLATERAL AND CERTIFICATE OF NECESSITY OF REQUEST FOR EMERGENCY HEARING, together with all exhibits, was filed with the Court using the CM/ECF System which provided electronic notice to the following: **Matthew Scott Okin, Esq./ Brian D Roman, Esq.**, Okin & Adams LLP, 1113 Vine Street, Suite 201, Houston, TX 77002 (*Counsel to Petitioning Creditors, The Grand Ltd., Gulf Offshore Logistics, LLC, Ryan Marin Services, Inc., and Laredo Construction, Inc.*); **Phoenix Investment Adviser, LLC**, 420 Lexington Ave., Suite 2040, New York, NY 10170-0013 (*Ad Hoc Group*); **AQR Capital Management LLC**, 2 Greenwich Plaza, 3rd Floor, Greenwich, CT 06830, Attn: Melinda C. Franek (*Ad Hoc Group*); **Jeffrey R. Gleit, Esq. / Brian F. Moore, Esq., Togut, Segal & Segal LLP**, One Penn Plaza, Suite 3335, New York, NY 10119 (*Counsel for Ad Hoc Group*); The Bank Of New York Mellon Trust Company, NA, Corporate Trust Administration, 601 Travis Street, 16th Floor, HOUSTON, TX 77002-3252 (*Indenture Trustee*); **Glen E. Siegel, Esq.**, Morgan Lewis, 101 Park Avenue, New York, NY 10178-0060 (*Counsel for Indenture Trustee*); **James Prince, Esq. / Omar J. Alaniz, Esq.**, Baker Botts, One Shell Plaza, 910 Louisiana Street, Houston, TX 77002-4995 (*Counsel for Platinum*); **Michael Collins, Esq.**, Manier & Herod, One Nashville Place, 150 Fourth Avenue North, Suite 2200, Nashville, TX 37219 (*Counsel to Liberty Mutual Insurance Company*); **United States Trustee**, Bob Casey Federal Building, 512 Rusk Street, Suite 3516, Houston, TX 77002.

I ALSO CERTIFY that service was provided via U.S. First Class Postage Prepaid Mail to the following: **Black Elk Energy Offshore Operations, LLC**, 3100 S. Gessner, Suite 215, Houston, TX 77002 (*Debtor; The Grand Ltd.*, 3900 Causeway Blvd., Suite 1470, Metairie, LA 70002-1746 (*Petitioning Creditor*)); **Gulf Offshore Logistics, LLC**, 4535 Highway 308, Raceland, LA 70394 (*Petitioning Creditor*); **Ryan Marine Services, Inc.**, 7500 Harborside Drive, Galveston, TX 77554-2876 (*Petitioning Creditor*); **Laredo Construction Inc.**, 13385 Murphy Road, Stafford, TX 77477 (*Petitioning Creditor*); and all Creditors and Parties-In-Interest on the matrix attached to the original of this Motion and filed with the Court, on this 14th day of September, 2015.

/s/ Jimmy D. Parrish

Jimmy D. Parrish, Esq.

Label Matrix for local noticing

0541-4

Case 15-34287

Southern District of Texas

Houston

Mon Sep 14 13:36:21 CDT 2015

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APACHE SHELF INC.
P.O. BOX 847250
DALLAS, TX 75284-7250

APRO INDUSTRIES
P.O. BOX 80875
LAFAYETTE, LA 70598-0875

AQR Diversified Arbitrage Fund
14201 N. Dallas Parkway
Dallas, TX 75254-2916

AQR Opportunities Premium Offshore
1221 Avenue of the Americas
4th Floor
New York, NY 10020-1001

AQUARIUS LAND & MINERAL TRUST
PO BOX 941332
HOUSTON, TX 77094-8332

ARBAEST LP
2502 WESTGATE DRIVE
HOUSTON, TX 77019-6610

ARENA ENERGY LP
4200 RESEARCH FOREST DR
STE 500
THE WOODLANDS, TX 77381-4224

ARKOS FIELD SERVICES, LP
919 MILAM STREET
SUITE 825
HOUSTON, TX 77002-5338

ATCHAFALAYA MEASUREMENT INC
PO BOX 3307
LAFAYETTE, LA 70502-3307

ATINUM ENERGY INC
333 CLAY STREET
SUITE 700
HOUSTON, TX 77002-4115

ATLANTIC RICHFIELD COMPANY
501 WESTLAKE PK BLVD
HOUSTON, TX 77079-2604

ATN SIGNALS INC
P.O. BOX 309
PLEASANTON, TX 78064-0309

ATP OIL & GAS CORPORATION
4600 POST OAK PLACE
STE 200
HOUSTON, TX 77027-9726

AUTOMATIC DATA PROCESSING
ONE ADP BLVD
ROSELAND, NJ 07068-1728

AXIA PARTNERS, LP
2800 POST OAK BLVD
STE 3650
HOUSTON, TX 77056-6170

AXIP ENERGY SERVICES LP
FULBRIGHT TOWER
1301 MCKINNEY
SUITE 900
HOUSTON, TX 77010-3066

Accountemps of Robert Half
Attn: Karen Lima
P O Box 5024
San Ramon, CA 94583-5024

Addison Group
Bob Mailers
125 S Wacker Dr 27th Floor
Chicago IL 60606-4475

B T ROWLEY
2005 AUDUBON ST
NEW ORLEANS, LA 70118-5517

B VICTOR HANSEN
3035 AMHERST
HOUSTON, TX 77005-3007

B.H.C.H. MINERAL, LTD.
5111 BROADWAY
SAN ANTONIO, TX 78209-5709

BAGWELL ENERGY SERVICES, INC.
302 COMMERCIAL PKWY
BROUSSARD, LA 70518-3617

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ
201 ST CHARLES AVENUE
STE 3600
NEW ORLEANS, LA 70170-3600

BANCORPSOUTH INSURANCE
SERVICES, INC.
WRIGHT & PERCY INSURANCE
4041 ESSEN LANE, STE 400
BATON ROUGE, LA 70809-7318

BANDON OIL AND GAS LP
1301 MCKINNEY SUITE 900
HOUSTON, TX 77010-3066

BARBARA COOK JONTE
3902 MANDELL STREET, APT 2
HOUSTON, TX 77006-4731

BECNEL RENTAL TOOLS, LLC
184 ALLIANCE CT
HOUAMA, LA 70360-2958

BELLINGHAUSEN CONSULTING I LP
14173 N.W. FREEWAY
SUITE 250
HOUSTON, TX 77040-5013

BENNETT ASHLEY
35 BRANDON ROAD
MOUNT KISCO, NY 10549-3720

BENTON ENERGY SERVICE COMPANY
BESCO TUBULAR
PO BOX 3775
HOUAMA, LA 70361-3775

BEST WESTERN ABBEVILLE INN
3515 VETERANS MEMORIAL DR
ABBEVILLE, LA 70510-5709

BHP BILLITON PETROLEUM
BANK OF AMERICA BHP BILLTON
12405 COLLECTION CENTER DR
CHICAGO, IL 60693-0124

BHP PETROLEUM (AMERICAS) INC.
1360 POST OAK LANE
SUITE 500
HOUSTON, TX 77056-3020

BIG BOY CO., LLC
DAYS INN GALLIANO
PO BOX 967
GALLIANO, LA 70354-0967

BLACK STONE MINERALS CO LP
1001 FANNIN SUITE 2020
HOUSTON, TX 77002-6715

BLANK ROME LLP
LOCKBOX 8586
PO BOX 8500
PHILADELPHIA, PA 19178-8500

BLUE CHARM, LLC
C/O ARGENT TRUST COMPANY, NA
P.O. BOX 1410
RUSTON, LA 71273-1410

BLUE DOLPHIN PETROLEUM CO
801 TRAVIS ST STE 2100
HOUSTON, TX 77002-5705

BLUE FIN SERVICES LLC
PO BOX 1650
BROUSSARD, LA 70518-1650

BLUEROCK ENERGY CAPITAL, LTD
PO BOX 2022
HOUSTON, TX 77252-2022

BLUETIDE COMMUNICATIONS INC.
200 CUMMINGS ROAD
BROUSSARD, LA 70518-3228

BOLDRICK FAMILY PROPERTIES LP
BOLDRICK MGMT CO LLC
PO BOX 10648
MIDLAND, TX 79702-7648

BP AMERICA PRODUCTION CO
ATTN OUTSIDE OPER J I
PO BOX 21868
TULSA, OK 74121-1868

BP CORPORATION NORTH AMERICA
201 HELIOS WAY
HOUSTON, TX 77079-2678

BP EXPLORATION & OIL INC
P O BOX 277895
ATLANTA, GA 30384-7895

BP EXPLORATION & PRODUCTION
INC
PO BOX 848103
DALLAS, TX 75284-8103

BP EXPLORATION & PRODUCTION CO
521 S BOSTON
TULSA, OK 74103-4602

BRADEN C DESPOT
PO BOX 53381
LAFAYETTE, LA 70505-3381

BROADPOINT LLC
P.O. BOX 54898
NEW ORLEANS, LA 70154-4898

BROOKE ALEXANDRA LEAK TRUST
PO BOX 61964
NEW ORLEANS, LA 70161-1964

BUNDY PARTNERS
ATTN ACCOUNTING DEPT
865 S FIGUEROA STREET STE 700
LOS ANGELES, CA 90017-2598

BUREAU VERITAS CERTIFICATION NORTH AMERI
390 BENMAR ST
STE 100
HOUSTON, TX 77060-2922

BURLINGTON RESOURCES OFFSHORE
22295 NETWORK PLACE
CHICAGO, IL 60673-1222

Black Elk Employee Incentive, LLC
c/o John G. Hoffman, Reg. Agent
11451 Katy Freeway
Suite 500
Houston, TX 77079-2005

Black Elk Energy Finance Corp.
11451 Katy Freeway
Suite 500
Houston, TX 77079-2005

Black Elk Management, LLC
c/o Lisa A. Powell
Jackson Walker L.L.P.
1401 McKinney, Suite 1900
Houston, TX 77010-1900

C & C TECHNOLOGIES, INC
730 E. KALISTE SALOON RD
LAFAYETTE, LA 70508-2547

C A CARDNEAUX
112 COVE CIRCLE
LAFAYETTE, LA 70508-4054

C C SORRELLS
PO BOX 6590
METAIRIE, LA 70009-6590

C DAN BUMP
2743 MANILA LANE
HOUSTON, TX 77043-1719

C&D PRODUCTION SPECIALISTS CO, INC
14090 WEST MAIN
CUT OFF, LA 70345-3010

C-K ASSOCIATES LLC
17170 PERKINS ROAD
BATON ROUGE, LA 70810-3817

CACTUS PIPE & SUPPLY, LLC
ONE GREENWAY PLAZA
STE 325
HOUSTON, TX 77046-0105

CAIRN ENERGY USA INC
15021 KATY FWY, STE 400
ATTN: REVENUE DEPT
HOUSTON, TX 77094-1900

CAJUN CUTTERS INC
PO BOX 5041
HOUma, LA 70361-5041

CAMERON PARISH WATERWORKS
DISTRICT #10
159 BERWICK ROAD
CAMERON, LA 70631-4127

CAMERON SURFACE SYSTEMS
4646 W SAM HOUSTON PKWY N
HOUSTON, TX 77041-8214

CARL D WHITE
344 OLD AQUA LANDING EAST
MONTGOMERY, TX 77356-8815

CARL R CATON
21559 FOREST WATERS CIR
SAN ANTONIO, TX 78266-2780

CAROL ELISABETH C TURNER
1011 BAYOU DRIVE
ALVIN, TX 77511-3602

CAROLYN SHADDOCK WOOSLEY
628 CLEVELAND STREET
LAKE CHARLES, LA 70601-5365

CAROLYN WILSON PAYNE AGENCY
DRAWER 99084
FORT WORTH, TX 76199-0084

CASTEX ENERGY, INC.
333 CLAY STREET
STE 2000
HOUSTON, TX 77002-2569

CASTEX OFFSHORE INC
333 CLAY STREET, STE 2000
HOUSTON, TX 77002-2569

CATHERINE APPLEBY NEWMAN
30 SUNDANCE DR
POMONA, CA 91766-4835

CATHERINE D KALDIS
5223 SHADY RIVER DRIVE
HOUSTON, TX 77056-1324

CATHERINE JACKSON MCGOWEN
146 INEZ LANE
LAFAYETTE, LA 70506-7204

CATHERINE M DANIEL
3121 BUFFALO SPEEDWAY #2401
HOUSTON, TX 77098-1833

CATHY A ZEORNES GUY
3726 WALDEN ESTATES DRIVE
MONTGOMERY, TX 77356-8043

CGG JASON (U.S.) INC
10300 TOWN PARK DRIVE
HOUSTON, TX 77072-5236

CGG SERVICES (U.S.) INC.
10300 TOWN PARK DRIVE
HOUSTON, TX 77072-5236

CHARLES E PLUMHOFF
876 AUGUSTA DRIVE
AUSTIN, TX 78718

CHARLES EDWARD WALTHER
15772 HALL ROAD
CAT SPRING, TX 78933-5150

CHARLES EDWIN WARREN
4958 MAIN STREET
DOWNERS GROVE, IL 60515-3674

CHARLES F BOETTCHER
P O BOX 384
EAST BERNARD, TX 77435-0384

CHARLES LOBUE
1618 HILL SPRING DRIVE
SUGARLAND, TX 77479-6527

CHARLES N MAZAL
13423 BLANCO RD 232
SAN ANTONIO, TX 78216-2187

CHARLES T VOLK MD
401 DOLPHIN
CORPUS CHRISTI, TX 78411-1513

CHEROKEE CONSULTANTS
INTERNATIONAL
1826 SHADY LN
ERATH, LA 70533-5881

CHEROKEE MINERALS LP
P O BOX 2272
LONGVIEW, TX 75606-2272

CHEVRON NORTH AMERICA
PO BOX 730436
DALLAS, TX 75373-0436

CHEVRON USA INC
PO BOX 730121
DALLAS, TX 75373-0121

CHEYENNE INTERNATIONAL CORP.
14000 QUAIL SPRINGS PARKWAY
SUITE 2200
OKLAHOMA CITY, OK 73134-2617

CHEYENNE PETROLEUM COMPANY
14000 QUAIL SPRINGS PKWY
SUITE 2200
OKLAHOMA CITY, OK 73134-2617

CHRISTENA KELLEY
2853 WATER WHEEL COURT
MARIETTA, GA 30062-6684

CHRISTOPHER ALLEN
17655 RED OAK DR
HOUSTON, TX 77090-1249

CHRISTOPHER J DANIEL
P O BOX 1466
BOERNE, TX 78006-1466

CINTAS CORPORATION NO 2
PO BOX 650838
DALLAS, TX 75265-0838

CLAIRE LEE NOE KOCH
1323 WEBSTER STREET
NEW ORLEANS, LA 70118-6032

CLEMENTINE HOLLINGSWORTH
P O BOX 784
WHARTON, TX 77488-0784

CLERK OF COURT
JEFFERSON PARISH
200 DERBIGNY ST.
GRETNNA, LA 70053-5863

CLERK US D COURT CV00-2008-LC
300 FANNIN ST STE 1167
HONORABLE ROBERT H SHENWELL
SHREVEPORT, LA 71101-3122

COASTAL CHEMICAL CO., LLC
DEPARTMENT 2214
P.O. BOX 122214
DALLAS, TX 75312-2214

COCHRANE TECHNOLOGIES, INC
PO BOX 81276
LAFAYETTE, LA 70598-1276

COMCAST
PO BOX 37601
PHILADELPHIA, PA 19101-0601

COMCAST
PO BOX 660618
DALLAS, TX 75266-0618

COMMUNIQUE CONFERENCING, INC
PO BOX 409573
ATLANTA, GA 30384-1866

COMMUNITY COFFEE CO LLC
PO BOX 60141
NEW ORLEANS, LA 70160-0141

COMPASS ENGINEERING
& CONSULTANTS, LLC
PO BOX 3307
LAFAYETTE, LA 70502-3307

CONOCOPHILLIPS COMPANY
ATTN: OUTSIDE OP JI BILLING
1070 PLAZA OFFICE BLDG
BARTLESVILLE, OK 74004-0001

CONTINENTAL LAND & FUR COMPANY
111 Veterans Blvd.
suite 500
Metairie, LA 70005-3099

CORR LABORATORIES, LP
P.O. BOX 841787
DALLAS, TX 75284-1787

COX COMMUNICATIONS LOUISIANA
7401 FLORIDA BLVD.
BATON ROUGE, LA 70806-4188

CPL BUSINESS
ATTN: CUSTOMER RELATIONS
1001 LIBERTY AVENUE
PITTSBURGH, PA 15222-3714

CPL-DIRECT ENERGY BUSINESS
PO BOX 660749
DALLAS, TX 75266-0749

CPRT / STONE LLC
DEPT 211
P.O. BOX 4869
HOUSTON, TX 77210-4869

CREEL& ASSOCIATES INC
1400 BROADFIELD BLVD
STE 325
HOUSTON, TX 77084-5133

CRESCENT INVESTMENT COMPANY
865 S FIGUEROA STREET STE700
LOS ANGELES, CA 90017-2598

CRESCENT TECHNICAL SERVICES
2400 VETERANS MEMORIAL BLVD
STE 110
KENNER, LA 70062-8711

CRUTCHER OIL & GAS I
P O BOX 8180
METAIRIE, LA 70011-8180

CSI TECHNOLOGIES LLC
2202 OIL CENTER COURT
HOUSTON, TX 77073-3333

CT CORPORATION SYSTEM
111 EIGHTH AVENUE - GROUP 1
NEW YORK, NY 10011-5201

CYNTHIA COBB GILLEN
133 S LOS CIELOS LN
CASA GRANDE, AZ 85194-8361

CYNTHIA STRATTON O'MALLEY
9575 KATY FREEWAY
SUITE 440
HOUSTON, TX 77024-1411

Cameron Parrish Assessor
119 Smith Circle
Room 24
Cameron, LA 70631-4707

D & E ENERGY, INC.
1001 MCKINNEY, STE 1950
HOUSTON, TX 77002-6437

D H WATERS
1902 COUNTY CLUB BLVD
SUGAR LAND, TX 77478-3910

D W CARPENTER
6 SUMMIT LAKE DR
KINGWOOD, TX 77339-3638

D, S & T - SL, LLC
641 W PRIEN LAKE RD
LAKE CHARLES, LA 70601-8315

D3 TECHNICAL SERVICES LLC
4600 W KEARNEY ST
STE 100
SPRINGFIELD, MO 65803-6700

DALE H & JEAN F DORN TEST TST
FBO CLAYTON D CHISUM
PO BOX 100
HIGH ROLLS, NM 88325-0100

DALE V BAYSINGER
15925 PINE CREEK WAY
MAGNOLIA, TX 77355-2921

DANIEL A WILSON
3101 GLENVIEW AVE
AUSTIN, TX 78703-1442

DANIEL G MARKEY
3 WATERWAY CT #4D
THE WOODLANDS, TX 77380-2676

DANIEL L DOSS
PO BOX 1820
BERTRAM, TX 78605-1820

DARILYN W FRITZ
9414 E HIDDEN HILL LANE
LONE TREE, CO 80124-5407

DAUBE RANCH & MINERALS LTD
BOX 38
ARDMORE, OK 73402-0038

DAUPHIN ISLAND GATHERING
PARTNERS
P.O. BOX 201207
HOUSTON, TX 77216-1207

DAVID A PUSTKA
3394 CHEVY CHASE DR
HOUSTON, TX 77019-3102

DAVID C BINLIFF & CO INC.
1001 FANNIN, STE 722
HOUSTON, TX 77002-6707

DAVID GRAY
4902 BRAEBURN DRIVE
BELLAIRE, TX 77401-5316

DAVID J WEBER
37307 DIAMOND OAKS DRIVE
MAGNOLIA, TX 77355-7527

DAVID K KOSMITIS
P O BOX 103
MAGNOLIA, TX 77353-0103

DAVID L JUMP
189 AMERICAN GRAIN ST
COHOKIA, IL 62206-2938

DAVID L MITCHELL
P. O. BOX 70
DAYTON, TX 77535-0002

DAVID R WOOD
4526 WARWICK DR
SUGAR LAND, TX 77479-2949

DAVID SCOTT STARE
P O BOX 1100
HEALDSBURG, CA 95448-1100

DAVID T CAMERON
91 NORTHGATE DRIVE
THE WOODLANDS, TX 77380-4608

DAVIS RATCLIFF
448 OCOEE CIRCLE
OCOEE, TN 37361-3632

DC INTERNATIONAL, INC
701 ROBLEY DRIVE
STE 115
LAFAYETTE, LA 70503-5200

DCP MIDSTREAM LP
PO BOX 201207
HOUSTON, TX 77216-1207

DCP MOBILE BAY PROCESSING, LLC
JP MORGAN CHASE BANK
P.O. BOX 301189
DALLAS, TX 75303-1189

DEAN M MOSELY
2300 MCCUE ROAD #131
HOUSTON, TX 77056-4642

DEANNA LYNN RIEPE
1022 LAKE VIEW DRIVE
MONTGOMERY, TX 77356-5778

DEBBIE K SAK
P O BOX 16
MAGNOLIA, TX 77353-0016

DEEPWATER CORROSION
SERVICES, INC.
10851 TRAIN COURT
HOUSTON, TX 77041-7042

DELTA SCREEN & FILTRATION, LLC
PO BOX 842397
HOUSTON, TX 77284-2397

DENNIS MITCHELL
P.O. BOX 711
YANKTON, SD 57078-0711

DEVON ENERGY PROD CO LP
1200 SMITH STREET
STE 300
HOUSTON, TX 77002-4313

DIAMOND OIL FIELD SUPPLY, INC.
P.O. BOX 1168
BROUSSARD, LA 70518-1168

DIANE ASHLEY
205 EAST 78TH STREET
NEW YORK, NY 10075-1243

DICK FLUKE LLC
C/O BENEDICT WILLIAM FLUKE
2900 GATEWAY SOUTH RD
GALLATIN GATEWAY, MT 59730-9705

DISCOVER WEB SOLUTIONS
3415 VALLEY GARDENS DR
KINGWOOD, TX 77345-1365

DIVERSE - RIMCO
1001 MCKINNEY STE 520
HOUSTON, TX 77002-6420

DOBEKOS ENERGY CORPORATION
2100 ROSS AVE STE 980
DALLAS, TX 75201-6734

DOLPHIN ENERGY EQUIPMENT
4104 HIGHWAY 90 WEST
NEW IBERIA, LA 70560-9405

DOLPHIN SCAFFOLD SERVICES
PO BOX 12978
NEW IBERIA, LA 70562-2978

DONALD V. CRIDER
2100 DOWLING
RICHMOND, TX 77469-5116

DORA LOTZ
1518 MELPOMENE STREET
NEW ORLEANS, LA 70130-4412

DOROTHY ANNE RINEBOLT
227 W LIMA ST
FINDLAY, OH 45840-3033

DOUGLAS SCANNELL
978 13TH STREET
SAN PEDRO, CA 90731-3906

DR MICHAEL L MCNEIL
263 CAPE ARON
CORPUS CHRISTI, TX 78412-2651

DROST & BRAME - SL, LLC
641 W PRIEN LAKE RD
LAKE CHARLES, LA 70601-8315

DT ROYALTY PARTNERS, L.L.C.
P.O. BOX 30564
AUSTIN, TX 78755-3564

DUVAL, FUNDERBUNK, SUNDBERY,
LOVELL & WATKINS
101 WILSON AVE.
PO BOX 3017
HOUAMA, LA 70361-3017

DWIGHT W. ANDRUS INSURANCE, INC.
500 DOVER BLVD.
STE 110
LAFAYETTE, LA 70503-5000

DXP ENTERPRISES, INC
320 TIME SAVER AVE
HARAHAN, LA 70123-3136

DYNAMIC OFFSHORE RESOURCES LLC
1301 MCKINNEY ST
STE 900
HOUSTON, TX 77010-3066

DYNAMIC OFFSHORE RESOURCES NS
STE 900 1301 MCKINNEY
HOUSTON, TX 77010-3066

Dobrowski, Larkin & Johnson LLP
4601 Washington Ave
Ste 300
Houston, TX 77007-5594

E H JACKSON III
1007 COVENTRY ROAD
SPICEWOOD, TX 78669-9159

EAGLE ROCK PRODUCTION L P
PO BOX 2968
HOUSTON, TX 77252-2968

EARLE J CHRISTENBERRY JR
110 MARK TWAIN DR APT 1
RIVER RIDGE, LA 70123-2417

ECCO ELECTRICAL & INSTRUMENTATION,
INC.
119 SPRING ST
LAFAYETTE, LA 70501-8857

ECOSERV, LLC
207 TOWNCENTER PARKWAY
2ND FLOOR
LAFAYETTE, LA 70506-7524

EDWARD J FLUKE
4070 COUNTY ROAD 103 SOUTH
ALAMOSA, CO 81101-9748

EERP
2950 NORTH LOOP WEST
STE 1200
HOUSTON, TX 77092-8839

EGL FAMILY TRUST
641 WEST PRIEN LAKE ROAD
LAKE CHARLES, LA 70601-8315

ELEANOR ELLIOT TRUST
506 FAIRPORT LANE
HOUSTON, TX 77079-2429

ELEMENT MATERIALS TECHNOLOGY
LAFAYETTE
2417 WEST PINHOOK RD
LAFAYETTE, LA 70508-3344

EMMETT VAUGHEY ESTATE
P O BOX 14006
JACKSON, MS 39236-4006

EMMITT SHELTON SMITH
P O BOX 2355
VAIL, CO 81658-2355

ENCORE FOOD SERVICES, LLC
PO BOX 4193
HOUAMA, LA 70361-4193

ENERGY RESOURCE TECHNOLOGY
GOM INC
PO BOX 4346
DEPT 354
HOUSTON, TX 77210-4346

ENERGY RESOURCE TECHNOLOGY
GOM, INC.
400 N. S. HOUSTON PKWY, #400
HOUSTON, TX 77060

ENERGY RESOURCE TECHNOLOGY INC
400 N SAM HOUSTON PKWY E
SUITE 400
HOUSTON, TX 77060-3531

ENERGY XXI GOM, LLC
1021 MAIN
SUITE 2626
HOUSTON, TX 77002-6516

ENERGY XXI GULF COAST INC
1021 MAIN STREET
STE 2626
HOUSTON, TX 77002-6516

ENERGY XXI GULF COAST INC
1021 MAIN, STE 2626
HOUSTON, TX 77002-6516

ENI OIL US LLC
1200 SMITH STREET
SUITE 1700
HOUSTON, TX 77002-4372

ENI PETROLEUM US LLC
1200 SMITH ST, STE 1700
HOUSTON, TX 77002-4372

ENI US OPERATING CO INC
1200 SMITH
SUITE 1700
HOUSTON, TX 77002-4372

ENTERGY
PO BOX 8106
BATON ROUGE, LA 70891-8106

ENTERPRISE CRUDE PIPELINE LLC
PO BOX 201405
DALLAS, TX 75320-1405

ENTERPRISE GAS PROCESSING LLC
PO BOX 972867
DALLAS, TX 75397-2867

ENTERPRISE PRODUCTS OPERATING LLC
PO BOX 4324
HOUSTON, TX 77210-4324

ENVEN ENERGY VENTURES LLC
3850 N CAUSEWAY BLVD STE 1770
METAIRIE, LA 70002-8181

ENVIRO WASTE SOLUTIONS, LLC
2300 HWY 365
SUITE 400
NEDERLAND, TX 77627-6281

ENVIRO-TECH SYSTEMS, LLC
17327 NORWELL DRIVE
COVINGTON, LA 70435-5664

ENVIROCHEM
PO BOX 53768
LAFAYETTE, LA 70505-3768

EOG RESOURCES INC
1111 BAGBY, SKY LOBBY 2
P.O. BOX 4362
HOUSTON, TX 77210-4362

EP ENERGY E&P COMPANY, L.P.
1001 LOUISIANA, BOX 4660
HOUSTON, TX 77002-5089

EP ENERGY E&P COMPANY, LP
PO BOX 201566
HOUSTON, TX 77216-1566

EPL OIL & GAS, INC
Attn: Debbie Morris
1021 Main Street
Suite 2626
Houston, TX 77002-6516

EPL OIL & GAS, INC.
1021 MAIN
ONE CITY CENTRE
STE 2626
HOUSTON, TX 77002

EPS LOGISTICS COMPANY
PO BOX 80644
LAFAYETTE, LA 70598-0644

ES&H CONSULTING
1730 COTEAU RD
HOUma, LA 70364-3515

ESP PETROCHEMICALS, INC.
P.O. BOX 3742
LAFAYETTE, LA 70502-3742

ESTATE OF DACRE CHARLES MENUT
DEBORAH JO MENUT BREED
5124 MCDADE DR
AUSTIN, TX 78735-6393

ESTATE OF JOE P PRITCHETT
JANA L BICKHAM, IND EXECUTRIX
PO BOX 6407
CORPUS CHRISTI, TX 78466-6407

EVELYN GAY LAWTON DUHON
641 W PRIEN LAKE RD
C/O WILLIAM B LAWTON COMPANY
LAKE CHARLES, LA 70601-8315

EXPRO AMERICAS LLC
DEPT 2080
PO BOX 122080
DALLAS, TX 75312-2080

EXTERRAN ENERGY SOLUTIONS
16666 NORTHCHASE DRIVE
HOUSTON, TX 77060-6014

EXTREME POWER RESOURCES LLC
P.O BOX 386
Abbeville, LA 70511-0386

EXTREME TECHNICAL SOLUTIONS LLC
210 HAROLD GAUTHE RD
SCOTT, LA 70583-5293

EXXON MOBIL PROD CO
ATTN ACCT RECEIVABLE
PO BOX 951082
DALLAS, TX 75395-1082

EXXONMOBIL OIL CORPORATION
P.O. BOX 951082
DALLAS, TX 75395-1082

Excalibur Energy, LLC
1350 Avenue of the Americas
2nd Floor
New York, NY 10019-4703

FAIRFIELD INDUSTRIES INC
1111 GILLINGHAM LANE
SUGAR LAND, TX 77478-2865

FAIRWAY PARTNERS FAMILY
LIMITED PARTNERSHIP
142 VILLA DI ESTE TERR N112
LAKE MARY, FL 32746-1634

FAIRWAYS OFFSHORE EXPLORATION, INC
13430 NW FREEWAY
SUITE 900
HOUSTON, TX 77040-6185

FALFURRIAS L P
3603 MEADOW LAKE LANE
HOUSTON, TX 77027-4110

FEDEX
PO BOX 660481
DALLAS, TX 75266-0481

FIELDWOOD ENERGY LLC
2000 W. SAM HOUSTON PKWY S.
STE 1200
HOUSTON, TX 77042-3623

FIELDWOOD ENERGY OFFSHORE LLC
2000 W.SAM HOUSTON PKWY SOUTH
STE 1200
HOUSTON, TX 77042-3623

FILE TRAIL INC.
111 N. MARKET STREET
STE 715
SAN JOSE, CA 95113-1108

FIRST INSURANCE AGENCY, INC
909 POYDRAS STREET
STE 1750
NEW ORLEANS, LA 70112-4009

FLEET OPERATORS INC
PO BOX 350
MORGAN CITY, LA 70381-0350

FLOW CONTROL SERVICES, LLC
200 BROTHERS ROAD
SCOTT, LA 70583-4809

FLOW SERVICES & CONSULTING INC
230 INDUSTRIAL PARKWAY
LAFAYETTE, LA 70508-3210

FLOYD F FOSTER
BUCKINGHAM SENIOR LIVING
8580 WOODWAY DR APT 1204
HOUSTON, TX 77063-2466

FRAN ASHLEY
11 EAST 86TH STREET
NEW YORK, NY 10028-0501

FRANCIS DRILLING FLUIDS LTD
P. O. BOX 677438
DALLAS, TX 75267-7438

FRANK T. WEBSTER
6018 DEERWOOD
HOUSTON, TX 77057-1426

FRANKLIN M CANTRELL JR
5555 DEL MONTE DRIVE #2305
HOUSTON, TX 77056-4121

FREDERICK A STARE LLC
P O BOX 2499
CHICAGO, IL 60690-2499

FREDERICKSBURG ROYALTY LTD
5111 BROADWAY
SAN ANTONIO, TX 78209-5709

FREEPORT-MCMORAN OIL & GAS LLC
700 MILAM STREET
STE 3100
HOUSTON, TX 77002-2764

FUGRO CHANCE, INC
PO BOX 200724
HOUSTON, TX 77216-0724

FURTH OIL COMPANY
P O BOX 11327
MIDLAND, TX 79702-8327

G MILES BIGGS JR
74360 RIVER RD
COVINGTON, LA 70435-2214

G&D RAY TRUST
GLENN AND DIANE RAY TSTEEES
970 W BROADWAY PMB 525
JACKSON, WY 83001-9475

GALLAGHER HEADQUARTERS RANCH
DEVELOPMENT, LTD
5111 BROADWAY
SAN ANTONIO, TX 78209-5709

GALVOTEC CORROSION
SERVICES, LLC
6712 S 36TH STREET
MCALLEN, TX 78503-8817

GAO FBO SERVICES, INC
139 BLACKHAWK RD
GALLIANO, LA 70354-4347

GARY A HUMMEL
12307 HONEYWOOD TRAIL
HOUSTON, TX 77077-2425

GARY D CLACK
3115 WATERS LAKE BEND
MISSOURI CITY, TX 77459-6647

GARY SCANNELL
916 PENNSYLVANIA DRIVE
SAGINAW, TX 76131-4846

GAUBERT OIL COMPANY, INC
PO BOX 310
THIBODAUX, LA 70302-0310

GENUENT, LLC
1400 POST OAK BLVD
STE 200
HOUSTON, TX 77056-3008

GEOIL LLC
ATTN: MS DIAN MORRIS
2750 SIGNAL PKWY
SIGNAL HILL, CA 90755-2207

GEORGE A KELLY JR
205 WINDJAMMER
ROCKPORT, TX 78382-9766

GEORGE E NEMETZ
4019 DUMBARTON
HOUSTON, TX 77025-2313

GEORGE MCRAE NOE
764 PENN AVE NE
ATLANTA, GA 30308-1528

GERALD F KENNEDY
4319 S GOYA ST
LAS VEGAS, NV 89121-5331

GILDA GLASSOCK WILSON
100 HIDDEN SPRINGS LANE
PEACHTREE CITY, GA 30269-4071

GJ LAND & MARINE FOOD, INC
PO BOX 649
506 FRONT STREET
MORGAN CITY, LA 70380-3708

GLADYS J AVERILL
P O BOX 1727
VICTORIA, TX 77902-1727

GLOBAL CONTACT, INC.
16 WEST MAIN STREET
STE C
MARLTON, NJ 08053-2092

GLOBAL DATA SYSTEMS, INC
537 CAJUNDOME BLVD
STE 111
LAFAYETTE, LA 70506-4292

GOLDKING ENERGY PARTNERS I, LP
777 WALKER STREET
STE 2500
HOUSTON, TX 77002-5423

GOM SHELF LLC
2000 POST OAK BLVD
STE 100
HOUSTON, TX 77056-4400

GOPHER INVESTMENTS LP
4900 WOODWAY STE 800
HOUSTON, TX 77056-1809

GORDON B MCLENDON JR TRUST
DONALD H McDANIEL TRUSTEE
321 VETERANS BLVD STE 107
METAIRIE, LA 70005-3060

GORDON BARTON MCLENDON JR
13101 PRESTON ROAD
STE 218
DALLAS, TX 75240-5245

GRAINGER
DEPT 860893254
PO BOX 419267
KANSAS CITY, MO 64141-6267

GRANBERRY PETROLEUM INC
1758 RICE BLVD
HOUSTON, TX 77005-1732

GRAND ISLE SHIPYARD INC
PO BOX 820
GALLIANO, LA 70354-0820

GRANITE TELECOMMUNICATIONS, LLC
100 NEWPORT AVENUE EXTENSION
QUINCY, MA 02171-2126

GREENES ENERGY GROUP, LLC
PO BOX 80129
LAFAYETTE, LA 70598-0129

GROS VENTRE HOLDINGS LLC
970 W BROADWAY PMB 425
JACKSON, WY 83001-9475

GROTH EQUIPMENT CORPORATION
OF LOUISIANA
1620 COTEAU RD
HOUma, LA 70364-3513

GULF COAST CHEMICAL LLC
220 JACQULYN ST
ABBEVILLE, LA 70510-8400

GULF COAST MEASUREMENT INC
P.O. BOX 854
CYPRESS, TX 77410-0854

GULF CRANE SERVICES INC
P.O. BOX 1843
COVINGTON, LA 70434-1843

GULF ENERGY EXPLORATION CORP
PO BOX 161914
AUSTIN, TX 78716-1914

GULF LAND STRUCTURES, LLC
PO BOX 52605
LAFAYETTE, LA 70505-2605

GULF OFFSHORE LOGISTICS
120 WHITE ROSE DRIVE
RACELAND, LA 70394-2644

GULF SOUTH SERVICES
PO BOX 1229
AMELIA, LA 70340-1229

GULFSANDS PETROLEUM USA, INC.
3050 POST OAK BLVD, SUITE 1700
HOUSTON, TX 77056-6568

GULFSTREAM SERVICES, INC
PO BOX 5041
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Genesis Opportunity Fund, LP
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New Rochelle, NY 10804-4146

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Gross Capital Partners, LLC
800 S. Ocean Blvd.
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H2O INC
841 VINCENT ROAD
LAFAYETTE, LA 70508-7600

HAB WEISS PROPERTIES LLC
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HAL G. KUNTZ
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182 N DOUCET DR
GOLDEN MEADOW, LA 70357-5618

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HANNA OIL & GAS COMPANY
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FT SMITH, AR 72902-1356

HARBOR HILL INTERESTS LP
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HARDY MINERAL & ROYALTIES LTD
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HARTMAN FAMILY LLC
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19931 STUEBNER AIRLINE RD.
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STE 1500
DALLAS, TX 75201-4724

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CORPUS CHRISTI, TX 78411-1513

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SUITE 220
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PO BOX 974360
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HIGH POINT GAS TRANSMISSION LLC
919 MILAM ST
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222 EAST MAIN PLAZA
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201 WEST VERMILION
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STE 200
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NEW IBERIA, LA 70560-8092

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INVERNESS CORP
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ISLAND OPERATING COMPANY INC
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LAFAYETTE, LA 70596-1850

ISLAND TECHNOLOGY SERVICES INC
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KINGWOOD, TX 77325-5414

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JAB SUPPLY
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LEONVILLE, LA 70551

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JACK MODESETT JR
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JACKSON, WY 83001-3519

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WHITE PLAINS, NY 10601-2329

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3201 FOSTER Ln
AUSTIN, TX 78757-1015

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1106 OXFORD CRESCENT DRIVE
ATLANTA, GA 30319-1624

JANE GAGE JENKINS OLIVER
244 S A STREET
SANTA ROSA, CA 95401-6303

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HOUSTON, TX 77043-1719

JANETTE GRAY MCLENDON MOSS
24701 LA PLAZA, STE 101
DANA POINT, CA 92629-2584

JANETTE MCLENDON MOSS TRUST
WHITNEY BANK
ATTN: CHRISTIAN FATZER, JR.
735 N. CAUSEWAY BLVD. 2ND FLOOR
MANDEVILLE, LA 70448-4659

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PO BOX 368
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2223 SEAWALL BLVD
GALVESTON, TX 77550

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2121 SAGE ROAD, STE. 270
HOUSTON, TX 77056-4395

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PO BOX 10578
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1220 KAPALAMA COURT
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P.O. BOX 1151
BEAUMONT, TX 77704-1151

JEFFREY MARK FLEMING
26 FOREST PERCH PL
THE WOODLANDS, TX 77382-5796

JENNIFER J JASPER
650 AUGUSTA DR
HOUSTON, TX 77057-2010

JENNIFER R S MCDANIEL LLC
C/O JENNIFER R MCDANIEL
5612 E CALLE TUBERIA
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450 PARK AVENUE
SUITE 100
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HOUSTON, TX 77055-1511

JERRY F BRASHER
24819 SADDLE SPUR
KATY, TX 77494-5628

JGF INCORPORATED
4800 SUGAR GROVE BLVD #530
STAFFORD, TX 77477-2633

JGF NO 3 (TEXAS) INC
952 ECHO LANE
STE 390
HOUSTON, TX 77024-2851

JILL JENKINS LUEDERS
1727 NORTH BLVD
HOUSTON, TX 77098-5413

JIMMY J JONES
1306 EAST BROOKLAKE DRIVE
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224 NORTHCREST AVE
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C/O BRUCE M MCINTYRE & CO.
2323 S. VOSS ROAD, STE 215
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JOE P MARR
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JOHN A BEEN
3707 WESTCENTER DR
STE 200
HOUSTON, TX 77042-5220

JOHN BEGUAND ELECTRIC MOTORS,
INC
324 W. BROUSSARD RD
LAFAYETTE, LA 70506-7814

JOHN CLYDE BURGER
5522 REGAL LANDING DRIVE
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JOHN E. DONNELLAN
P.O. BOX 1433
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JOHN H. CARTER CO., INC.
DEPT #161, P.O. BOX 4869
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JOHN L. WORTHAM & SON, LP
PO BOX 301513
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JOHN ROBERT MILLER
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JOHN W STONE OIL DIST
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GRETNNA, LA 70054-2010

JON PHILLIP CHILDRESS
6539 SPRING VALLEY DRIVE
ALEXANDRIA, VA 22312-2133

JOSEPH E BATCHELOR
12207 SUGAR SPRINGS
HOUSTON, TX 77077-4932

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10 BUFFALO RIDGE CIRCLE
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1331 LAMAR ST STE 1452
HOUSTON, TX 77010-3122

JPP-RP INVESTMENTS LLC
333 TEXAS ST STE 2100
SHREVEPORT, LA 71101-3673

JPW ENERGY, LLC
% H L BLOOMQUIST III
926 CHULIE DR
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1302 WAUGH DRIVE #334
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11629 GREEN OAKS
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30 RAFTERS ROW
THE WOODLANDS, TX 77380-3186

KNIGHT WELL SERVICES, INC.
P.O. BOX 53616
LAFAYETTE, LA 70505-3616

KNOWLEDGELAKE, INC
3 CITY PLACE DR
STE 700
ST LOUIS, MO 63141-7090

KNOX INSURANCE GROUP, LLC
PO BOX 53406
LAFAYETTE, LA 70505-3406

KOCH EXPLORATION COMPANY LLC
P O BOX 201734
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KATHRYN B MCNEIL
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LAURA LONG LUBIN COMPANY LLC
C/O MR H Q GAHAGAN JR
160 OSCAR LANE
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LAVIES ENTERPRISES
244 WESTWOOD DRIVE
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LEGACY OFFSHORE, LLC
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LINDA LEW LAWTON DROST
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C/O WILLIAM B LAWTON COMPANY
LAKE CHARLES, LA 70601-8315

LISKOW & LEWIS
ONE SHELL SQUARE
701 POYDRAS ST STE 5000
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LLL FAMILY TRUST
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LYNNE L HACKEDORN
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HOUSTON, TX 77005-1615

Lafourche Parish Assessors
403 St. Louis Street
Thibodaux, LA 70301-3136

Larry Combs
1402 Baron Grove Dr
Kingwood, TX 77345-1502

Louisiana Dept. of Revenue
Baton Rouge Headquarters
PO Box 201
Baton Rouge, LA 70821-0201

M & J VALVE SERVICES INC
P.O. BOX 92795
LAFAYETTE, LA 70509-2795

M N KARL
621 HIGHLAND CT
MANDEVILLE, LA 70448-7024

M&H ENTERPRISES INC
19450 HIGHWAY 249
STE 600
HOUSTON, TX 77070

M21K, LLC
1021 MAIN STREET
STE 2626
HOUSTON, TX 77002-6516

MAC-NETT ENVIRONMENTAL
2977 MONTERREY DRIVE
BATON ROUGE, LA 70814-4124

MADISON T WOODWARD III
149 RADNEY RD
HOUSTON, TX 77024-7337

MAGNUM HUNTER PRODUCTION, INC.
ATTN: OUTSIDE OPERATED JOINT INTEREST
202 S. CHEYENNE AVENUE, SUITE 1000
TULSA, OK 74103-3001

MAGNUM MUD EQUIPMENT CO INC.
P.O. BOX 4258
HOUma, LA 70361-4258

MAIN PASS OIL GATHERING CO,
16000 STUEBNER AIRLINE ROAD
STE 420
SPRING, TX 77379-7396

MAJOR EQUIPMENT & REMEDIATION
PO BOX 3616
MORGAN CITY, LA 70381-3616

MANTA RAY OFFSHORE
GATHERING COMPANY, LLC
1100 LOUISIANA ST.
SUITE 3300
HOUSTON, TX 77002-5216

MARC ASHLEY
239 E 79TH STREET
APT 9F
NEW YORK, NY 10075-0814

MARGARET P PACE
308 TORCIDO DR
SAN ANTONIO, TX 78209-5646

MARINE PETROLEUM CORP
C/O BANK of AMERICA TSTEE
PO BOX 840738
DALLAS, TX 75284-0738

MARINE PETROLEUM TRUST 1223
SOUTHWEST BANK, AGENT
P O BOX 678264
DALLAS, TX 75267-8264

MARINER ENERGY, INC.
2000 W SAM HOUSTON PKWY S
SUITE 2000
HOUSTON, TX 77042-3622

MARITAL TST U/W/O W THEODORE
1285 AVENUE OF THE AMERICAS
32ND FLOOR
NEW YORK, NY 10019-6028

MARITECH RESOURCES INC
24955 INTERSTATE 45 NORTH
THE WOODLANDS, TX 77380-3055

MARITECH RESOURCES INC
PO BOX 841063
DALLAS, TX 75284-1063

MARJORIE J OLIPHANT
C/O JILL O ROSE POA
736 BLALOCK RD
HOUSTON, TX 77024-2701

MARK ALLEN JACKSON
PO BOX 820789
HOUSTON, TX 77282-0789

MARK APPLEBY
3852 BERRYMAN AVE
LOS ANGELES, CA 90066-4016

MARK L LEMMON
1717 MAIN STREET
SUITE 5880
DALLAS, TX 75201-7318

MARK L SHIDLER
1313 CAMPBELL ROAD BLDG D
HOUSTON, TX 77055-6429

MARLIN ENERGY OFFSHORE LLC
3861 AMBASSADOR CAFFERY PKWY
SUITE 600
LAFAYETTE, LA 70503-5270

MARTIN ENERGY SERVICES LLC
PO BOX 95363
GRAPEVINE, TX 76099-9733

MARTIN HOLDINGS
PO BOX 310
GALLIANO, LA 70354-0310

MARTIN L DESPOT
PO BOX 52944
LAFAYETTE, LA 70505-2944

MARUBENI OIL & GAS (USA) INC.
777 NORTH ELDRIDGE PKWY
STE 900
HOUSTON, TX 77079-4497

MARVIN L SHAPIRO
6 RIVER HOLLOW
HOUSTON, TX 77027-9402

MARY ANN PUTNAM TRUSTEE
J III & M A PUTNAM REV TST
16002 KEMPTON PARK
SPRING, TX 77379-6729

MARY CRAIG SHADDOCK JONES
1427 WATKINS ST
LAKE CHARLES, LA 70601-5849

MARY EDITH WOOSLEY
P O BOX 6949
LAKE CHARLES, LA 70606-6949

MARY ELGA NOE DEANE
390 VISTA GRANDE
GREENBRAE, CA 94904-1155

MARY F HAAS
PO BOX 779
CORPUS CHRISTI, TX 78403-0779

MARY JANE GAMBLE
310 CANNON COURT
ST SIMONS ISLAND, GA 31522-1003

MARY STARE WILKINSON 1986 TRST
BOX 676
DURHAM, CT 06422-0676

MASSMUTUAL FINANCIAL GROUP
APM PAYMENT PROCESSING CENTER
P.O. BOX 92485
CHICAGO, IL 60675-2485

MCDAY OIL & GAS, INC.
5646 MILTON STREET, SUITE 716
DALLAS, TX 75206-3935

MCGINN AND COMPANY
2362 SOUTH OCEAN BLVD
HIGHLAND BEACH, FL 33487-1808

MCMORAN OIL & GAS LLC
16676 NORTHCHASE DR
HOUSTON, TX 77060-6003

MICHAEL A. SCHERRER
17307 E. SUMMER ROSE CT.
CYPRESS, TX 77429-6723

MICHAEL CORBIN
47313 HOLMES LANE
HAMMOND, LA 70401-3952

MICHAEL F MCKENZIE
PO BOX 51707
LAFAYETTE, LA 70505-1707

MICHAEL SCANNELL
C/O KAHLIE SCANNELL
2425 CRANSTON DR
UNIT 217
ESCONDIDO, CA 92025-7045

MICHAEL T GIBSON
11906 VALLEY VISTA CT
HOUSTON, TX 77077-4937

MICHAEL W ENGLERT
2009 PERSA ST
HOUSTON, TX 77019-5619

MICHAEL WILLIAM JACKSON
2441 WHITE OAK DR
HOUSTON, TX 77009-7321

MICHE LONDOT TRUST
DEBORAH BURTON TSTEE
761 BOCA GE LN
MANDEVILLE, LA 70471-1607

MILDRED B HESKETT
1633 FORDHAM COURT
NAPERVILLE, IL 60565-2998

MILES LONDOT TRUST
TANGIE LONDOT TSTEE
3741 SUE KER DR
HARVEY, LA 70058-1602

MINERAL INVESTMENT CORP
3000 WILCREST STE 115
HOUSTON, TX 77042-3365

MINERALS MANAGEMENT SERVICE
O.N.R.R
PO Box 25627
Denver, CO 80225-0627

MIRIAM P PRIOLEAU
1903 OLYMPIA DR
HOUSTON, TX 77019-3025

MJR INVESTMENTS LTD
PO BOX 1434
EDINBURG, TX 78540-1434

MOBIL OIL CORP
P.O. BOX 951027
DALLAS, TX 75395-1027

MOODY'S INVESTOR SERVICE
P.O. BOX 102597
ATLANTA, GA 30368-0547

MOORE & MOORE L L P
2928 VIRGINIA
HOUSTON, TX 77098-1231

MRMB LLC
818 11TH STREET
BOULDER, CO 80302-7515

MULTI-CHEM GROUP, LLC
P.O. BOX 974320
DALLAS, TX 75397-4320

Micheal W. Bishop
Gray Reed & McGraw, P.C.
1601 Elm St., Suite 4600
Dallas, TX 75201-7212

N S MARROW
2630 EXPOSITION STE 118
AUSTIN, TX 78703-1763

NABORS OFFSHORE CORPORATION
PO BOX 973531
DALLAS, TX 75397-3531

NALCO COMPANY
PO BOX 730005
DALLAS, TX 75373-0005

NALLE ROYALTY TRUST
2010 CHILDTON ROAD
HOUSTON, TX 77019-1502

NAN M GARRETT
2 BROAD OAKS LANE
HOUSTON, TX 77056-1217

NANCY EDITH SHADDOCK CLEMENTS
4208 LOCK LANE
LAKE CHARLES, LA 70605-3912

NATIONAL OILWELL VARCO L.P.
PO BOX 200838
DALLAS, TX 75320-0838

NEIL M SULLIVAN
19607 CHESTNUT BROOK COURT
HOUSTON, TX 77084-4398

NETHERLAND SEWELL & ASSOCIATES
4500 THANKSGIVING TOWER
1601 ELM STREET
DALLAS, TX 75201-7206

NEURALOG
4800 SUGAR GROVE BLVD
STE 200
STAFFORD, TX 77477-2630

NEW TECH ENGINEERING LTD
1030 REGIONAL PARK DRIVE
HOUSTON, TX 77060-1117

NIPPON OIL EXPLORATION USA LTD
SUITE 2800
5847 SAN FELIPE
HOUSTON, TX 77057-3071

NOBLE ENERGY, INC.
PO BOX 909
110 WEST BROADWAY
ARDMORE, OK 73401-6227

NOBLE ROYALTIES INC
P O BOX 660082
DALLAS, TX 75266-0082

NORTEX CORPORATION
1415 LOUISIANA SUITE 3100
HOUSTON, TX 77002-7353

NORTHSTAR OFFSHORE ENERGY
PARTNERS, LLC
11 GREENWAY PLAZA, SUITE 2800
HOUSTON, TX 77046-1110

NORTHWESTERN MUTAL LIFE
INSURANCE CO
720 E WISCONSIN AVE
MILWAUKEE, WI 53202-4797

NPC LAND AND MARINE
PO BOX 470118
TULSA, OK 74147-0118

Navitas Lease Corp.
111 Executive Center Dr.
#102
Columbia, SC 29210-8414

New Mountain Finance Holdings, LLC
787 Seventh Avenue
49th Floor
New York, NY 10019-6018

O G & C INC
13325 WEST MEMORIAL ROAD
YUKON, OK 73099-9708

OFFICE OF MINERAL RESOURCES
P.O. BOX 2827
BATON ROUGE, LA 70821-2827

OFFICE OF NATURAL RESOURCES
REVENUE
PO BOX 25627
DENVER, CO 80225-0627

OFFSHORE CLEANING SYSTEMS LLC
9525 US HWY 167
ABBEVILLE, LA 70510-0804

OFFSHORE CONTRACT SERVICES LLC
11 GREENWAY PLAZA
STE 2850
HOUSTON, TX 77046-1121

OFFSHORE ENERGY SERVICES, INC
PO BOX 53508
LAFAYETTE, LA 70505-3508

OFFSHORE RENTALS LTD
DBA TIGER OFFSHORE RENTALS
PO BOX 790
BEAUMONT, TX 77704-0790

OIL FIELD DEVELOPMENT ENGINEERING, LLC
12121 WICKCHESTER LANE
STE 700
HOUSTON, TX 77079-1215

OMEGA WASTE MANAGEMENT, INC
1900 HWY 90 WEST
P.O. Box 1377
PATTERSON, LA 70392-1377

ONLINE RESOURCES INC
400 POYDRAS ST STE 1100
NEW ORLEANS, LA 70130-3264

OPPORTUNE LLP
711 LOUISIANA ST.
SUITE 1700
HOUSTON, TX 77002-2762

ORGERON ENERGY INC
PO BOX 850
GALLIANO, LA 70354-0850

ORTHWEIN PETROLEUM INC
PO BOX 14180
OKLAHOMA CITY, OK 73113-0180

OWENSBY & KRITIKOS, INC
PO BOX 1217
GRETNNA, LA 70054-1217

P E RENTALS INC
PO BOX 593
BROUSSARD, LA 70518-0593

P2ES Holdings, LLC
1670 Broadway
Suite 2800
Denver, CO 80202-4800

PALMER LONG COMPANY LLC
PO BOX 1405
BOCA GRANDE, FL 33921-1405

PALMER R LONG JR
PO BOX 1405
BOCA GRANDE, FL 33921-1405

PAMELA M CARROLL
11698 CREEK VIEW LANE
CONROE, TX 77385-2743

PAMELA R LONG MCCARDELL
P O BOX 418
WOODSBORO, MD 21798-0418

PAMELA S VUOSO
28205 HUB CIRCLE
MENIFEE, CA 92585-3903

PANTHER OPERATING COMPANY LLC
16000 STUEBNER AIRLINE RD
STE 420
SPRING, TX 77379-7396

PATHWAY FORENSICS, LLC
14405 WALTERS RD
STE 630
HOUSTON, TX 77014-1390

PATRICIA ANN ROGERS
3602 APPLE GROVE DR.
MANVEL, TX 77578-7852

PATRICIA M JACKSON
2503 MCCALLUM DRIVE
AUSTIN, TX 78703-2520

PAUL A LYONS AND ROBERTA L
1333 WOODMERE DR
MANDERVILLE, LA 70471-7457

PAUL E. BURTON
2217 CARDINAL ROAD
ARDMORE, OK 73401-7357

PAUL J ENOCHSON
1511 COLONY DR
IRVING, TX 75061-2124

PAUL PORT
706 HIGHGROVE PARK
HOUSTON, TX 77024-3656

PDI SOLUTIONS, LLC
P.O. BOX 1256
RACELAND, LA 70394-1256

PEET HOTELS- HOLIDAY INN EXPRESS TEXAS C
2440 GULF FREEWAY
TEXAS CITY, TX 77591-2830

PENROC OIL CORP
PO BOX 2769
HOBBS, NM 88241-2769

PENTAGON PUBLISHING, INC
P.O. BOX 451403
ATLANTA, GA 31145-9403

PEREGRINE OIL & GAS II LLC
THREE RIVERWAY STE 1750
HOUSTON, TX 77056-2061

PEREGRINE OIL & GAS LP
THREE RIVERWAY
STE 1750
HOUSTON, TX 77056-2061

PERSEUS 2000, LLC
4350 EAST WEST HIGHWAY
STE 202
BETHESDA, MD 20814-4426

PETER COOK
5553 HUISACHE
BELLAIRE, TX 77401-4835

PETRO TOOL & SUPPLY
4821 HIGHWAY 182
HOUAMA, LA 70364-3835

PETRO VAL, INC.
ATTN: KIM MCCULLOUGH
2351 DUNSTAN RD
HOUSTON, TX 77005-2651

PETROLEUM LABRATORIES, INC
109 CLEVELAND STREET
HOUAMA, LA 70363-6717

PETROQUEST ENERGY, INC.
400 EAST KALISTE SALOON ROAD
SUITE 3000
LAFAYETTE, LA 70508-8523

PETROQUIP ENERGY SERVICES, LLC
20520 STOKES RD
WALLER, TX 77484-8804

PETROTECH INSPECTION SERVICES, INC
6615 N. UNIVERSITY
CARENRCRO, LA 70520-5246

PHEASANT OIL & GAS, INC.
35111 TOMPKINS
HEMPSTEAD, TX 77445-7703

PHI INC
PO BOX 90808
LAFAYETTE, LA 70509-0808

PHIL WATKINS
926 CHULIE DRIVE
SAN ANTONIO, TX 78216-6522

PHOENIX OFFSHORE SOLUTIONS
P.O. BOX 41047
BATON ROUGE, LA 70835-1047

PIONEER ASSOCIATION LTD PARTNE
P O BOX 15166
NEW ORLEANS, LA 70175-5166

PIPECO SERVICES INC
20465 STATE HWY 249
STE 200
HOUSTON, TX 77070-2760

PIRO AND LILLY PC
1400 POST OAK BLVD SUITE 600
HOUSTON, TX 77056-6010

PITNEY BOWES GLOBAL
FINANCIAL SERVICES
PO BOX 371887
PITTSBURGH, PA 15250-7887

PLAINS GAS SOLUTIONS
333 CLAY STREET
STE 1600
HOUSTON, TX 77002-4101

PLAQUEMINES PARISH CLERK OF COURT
PO BOX 40
BELLE CHASE, LA 70037-0040

PLAQUEMINES PARISH SHERIFF'S
OFFICE
302 MAIN ST
BELLE CHASE, LA 70037-2726

PLATINUM MANAGEMENT
152 WEST 57TH STREET
NEW YORK, NY 10019-3386

POSITIVE ENERGY LLC
PO BOX 1570
FOLSOM, LA 70437-1570

PONSTON MINERAL RIGHTS TRUST
8526 GRANADA BLVD
ORLANDO, FL 32836-5464

PPVA Black Elk (Equity), LLC
c/o Omar J. Alaniz
Baker Botts L.L.P.
2001 Ross Ave., Suite 600
Dallas, TX 75201-2980

PPVA Black Elk (Investor), LLC
c/o Omar J. Alaniz
Baker Botts L.L.P.
2001 Ross Ave., Suite 600
Dallas, TX 75201-2980

PRECISION ENERGY SERVICES, INC
2000 ST JAMES PLACE
HOUSTON, TX 77056-4123

PRECISION PUMP & VALVE
PO BOX 5967
DREW STATION
LAKE CHARLES, LA 70606-5967

PRIDE TECHNICAL SERVICES, LLC
3117 W. ADMIRAL DOYLE DRIVE
NEW IBERIA, LA 70560-9393

PRIME TANK LLC
1253 PETROLEUM PKWY
BROUSSARD, LA 70518-8053

PROCESS PIPING MATERIALS INC.
P.O. BOX 3307
LAFAYETTE, LA 70502-3307

PROGRESSIVE WASTE SOLUTIONS
OF LA, INC
2301 EAGLE PARKWAY, STE 200
FORT WORTH, TX 76177-2326

PROGRESSIVE WASTE SOLUTIONS OF LA, INC
OPELOUSAS HAULING DIVISION
310 LEXINGTON
RAYNE, LA 70578-7540

PROSPECTIVE INVESTMENT &
TRADING CO.
2162 EAST 61ST STREET
TULSA, OK 74136-0900

PROVIDENCE ENERGY JT VENTURE
TWO GALLERIA TOWER
13455 NOEL ROAD, STE 2000
DALLAS, TX 75240-6604

PSC INDUSTRIAL OUTSOURCING, LP
PO BOX 3070
HOUSTON, TX 77253-3070

Phoenix Investment Advisor LLC
c/o Jeffrey Schultz, CLO/CCO
The Graybar Building
420 Lexington Ave., Suite 2040
New York, NY 10170-0013

Plaqueumines Parrish Assessor
301 Main Street
Suites 201-213
Belle Chasse, LA 70037-2756

Platinum Partners Black Elk
Opportunities Fund Int'l, LLC
c/o Omar J. Alaniz, Baker Botts L.L.P.
2001 Ross Avenue, Suite 600
Dallas, TX 75201-2980

Platinum Partners Black Elk
Opportunities Fund, LLC
c/o Omar J. Alaniz, Baker Botts L.L.P.
2001 Ross Avenue, Suite 600
Dallas, TX 75201-2980

QUALITY CONSTRUCTION
& PRODUCTION, LLC
P.O. BOX 3307
LAFAYETTE, LA 70502-3307

QUALITY ENERGY SERVICES INC
PO BOX 3190
HOUma, LA 70361-3190

QUALITY PROCESS SERVICES, LLC
292A EQUITY BLVD
HOUma, LA 70360-8366

QUALITY RENTAL TOOLS, INC
PO BOX 2218
HOUma, LA 70361-2218

R A STONE
2654 WESTGATE STREET
HOUSTON, TX 77098-1412

R ALENE RABENSBURG
8607 LA FONTE STREET
HOUSTON, TX 77024-4634

R J AYDELETTE
3971 GULF SHORE BLVD N
STE 703
NAPLES, FL 34103-2103

R J GARDNER
30 NASSAU DR
METAIRIE, LA 70005-4463

R KATHERINE LONG
6536 MILLSTONE AVENUE
BATON ROUGE, LA 70808-5112

R M CROUT
761 BOCAge LN
MANDEVILLE, LA 70471-1607

R M RAYBURN
PO BOX 2531
SPRING, TX 77383-2531

R R LONDOT
PO BOX 1570
FOLSOM, LA 70437-1570

R&R ENERGY SERVICES, LLC
1340 W. TUNNEL BLVD.
STE 450
HOUma, LA 70360-2830

R-A-M SERVICES, INC
PO BOX 1740
SCOTT, LA 70583-1740

RACHEL EARLES BRIAN
603 WOODLAWN
KILGORE, TX 75662-3639

RAFFERTY ROYALTY PARTNERS
5123 HOLLY TERRACE DR
HOUSTON, TX 77056-2125

RALEY & BOWICK, LLP
1800 AUGUSTA DRIVE
STE 300
HOUSTON, TX 77057-3131

RAMONA HUDECK LOWRY
10779 BRIDLEWOOD ST
HOUSTON, TX 77024-5443

RANDALL FLEMING
623 FLAGHOIST LANE
HOUSTON, TX 77079-2552

RANDALL S RIEPE
2117 CHILTON RD
HOUSTON, TX 77019-1503

RANGER OILFIELD SERVICES CORP
PO BOX 594
HENNESSEY, OK 73742-0594

RAY C FISH FOUNDATION
2001 KIRBY DR STE 1005
HOUSTON, TX 77019-6081

RAY OIL TOOL CO., INC
PO DRAWER 1078
BROUSSARD, LA 70518-1078

RAYMOND P HAAS &
AMANDA P HAAS TRUST
1800 CALISTOGA ROAD
SANTA ROSA, CA 95404-9644

REAGAN C WILSON
100 HIDDEN SPRINGS LN
PEACHTREE CITY, GA 30269-4071

REBECCA W. LORINO
2600 B NANTUCKET
HOUSTON, TX 77057-7602

RED DOG SYSTEMS INC
700 521-3RD AVENUE SW
CALGARY, ALBERTA T2P 3T3

RED LEAF MARKETING GROUP
3007 RIATA LANE
HOUSTON, TX 77043-1314

REDFISH RENTALS INC
5530 HIGHWAY 90 EAST
LAKE CHARLES, LA 70615-4047

REEF PARTNERS HOLDING CO LLC
1901 N CENTRAL EXPWY STE 300
RICHARDSON, TX 75080-3609

REGINA L. RUSSELL
11602 HYDE PK DR
BAKERSFIELD, CA 93311-9224

REGIONS INSURANCE - NEW IBERIA
405 E ST. PETER ST
NEW IBERIA, LA 70560-3752

REGIONS INSURANCE INC -LAFAYETTE
6000 POPLAR AVENUE
STE 300
MEMPHIS, TN 38119-0928

REH FAMILY LTD
PO BOX 56131
HOUSTON, TX 77256-6131

RENAISSANCE OFFSHORE, LLC
920 MEMORIAL CITY WAY
STE 800
HOUSTON, TX 77024-2653

RENE MARIE HAAS
PO BOX 2377
CORPUS CHRISTI, TX 78403-2377

RHETA HAAS PAGE
522 RAMBLEWOOD
HOUSTON, TX 77079-6903

RICHARD F. LANDRUM
AIRWING AVIATION CONSULTANTS)
1915 WILDERNESS DR.
KINGWOOD, TX 77339-2240

RICHARD K STEVENS
921 RANCH RD 1376
FREDRICKSBURG, TX 78624-7450

RICHARD L SHIVE
204 VERSAILLES LN
KELLER, TX 76248-2118

RICHARD LEE WILLIAMS
1609 MCCANN RD
LONGVIEW, TX 75601-3856

RICHARD SCANNELL
7009 LYRIC AVE
LANCASTER, CA 93536-7427

RICKY L CARROLL
1905 W 14TH STREET
UNIT A
HOUSTON, TX 77008-3568

RIDGEWOOD ENERGY LSEBNK IV LP
14 PHILIPS PKWY
MONTVALE, NJ 07645-1811

RIGNET INC
1880 SOUTH DAIRY ASHFORD
STE 300
HOUSTON, TX 77077-4746

RIVER RENTAL TOOLS, INC.
109 DERRICK ROAD
BELLE CHASSE, LA 70037-1109

RL FASH LTD
4513 LIVE OAK ST
BELLAIRE, TX 77401-3706

ROBERT D CROUT
418 ELKINS LAKE
HUNTSVILLE, TX 77340-7310

ROBERT E STALCUP JR
P O BOX 40
EDROY, TX 78352-0040

ROBERT L WILLIAMS
5550 N YUCCA ROAD
PARADISE VALLEY, AZ 85253-5240

ROBERT SCANNELL
3912 PIPIT POINT
MIDDLEBURG, FL 32068-8766

ROBERT SPIEGEL
PO BOX 8020
GARDEN CITY, NY 11530-8020

ROBERT W KENT
P.O. BOX 131524
HOUSTON, TX 77219-1524

ROBIN INSTRUMENT AND
SPECIALTY, INC.
205 NORTH LUKE STREET
LAFAYETTE, LA 70506-1987

ROCK RESERVES LTD
1000 BALLPARK WAY
STE 216
ARLINGTON, TX 76011-5171

ROGER D LINDER
15000 DENDINGER DR
COVINGTON, LA 70433-6864

ROGER L BARESH
7919 RICHMOND AVE
HOUSTON, TX 77063-6155

RONALD & PAMELA MONSOUR
142 RAMSES DR.
SHREVEPORT, LA 71105-3564

RONALD E SLOVER
3614 ROYAL ROAD
AMARILLO, TX 79109-4338

RONALD P RUSSELL REV MGMT TST
WENDY R RUSSELL TSTEE
PO BOX 66312
HOUSTON, TX 77266-6312

ROOSTER OIL & GAS LLC
ROOSTER PETROLEUM LLC
16285 PARK TEN PL., STE 120
HOUSTON, TX 77084-5069

ROOSTER PETROLEUM, LLC
16285 PARK TEN PLACE,
SUITE 120
HOUSTON, TX 77084-5069

ROSALIE SCHWARZ
6 MOTT LN
HOUSTON, TX 77024-7315

ROSE LONG MCFARLAND
P O BOX 1170
BOULDER, CO 80306-1170

ROSETTA RESOURCES OFFSHORE LLC
717 TEXAS AVE
STE 2800
HOUSTON, TX 77002-2761

ROYAL OFFSHORE LLC
500 N SHORELINE STE 807
CORPUS CHRISTI, TX 78401-0336

RUSSELL B LONG
P O BOX 849
ALEXANDRIA, VA 22313-0849

RYAN MARINE SERVICES INC
7500 HARBOURSIDE DR
GALVESTON, TX 77554-2876

S WEISS RT FBO S WEISS II
P O BOX 99084
FORT WORTH, TX 76199-0084

S WEISS TRT FBO JOHNNY WEISS
P O BOX 99084
FORT WORTH, TX 76199-0084

S WEISS TRT FBO WILLIAM WEISS
P O BOX 99084
FORT WORTH, TX 76199-0084

SABINE ENVIRONMENTAL SERVICES LLC
8750 N CENTRAL EXPRESSWAY
STE 750
DALLAS, TX 75231-6421

SABINE ROYALTY TRUST
LEX 840887
BK OF AMERICA NA ESCROW AGENT
DALLAS, TX 75284-0887

SAC INVESTMENTS I LP
670 DONA ANA RD SW
DEMING, NM 88030-6728

SAFCON SAFETY CONTROLS, INC
3018 CAMERON STREET
LAFAYETTE, LA 70506-1519

SAMMYE L DEES
P O BOX 766
SPRING, TX 77383-0766

SAMSON OFFSHORE COMPANY
SAMSON PLAZA
110 WEST 7TH STREET
STE 2000
TULSA, OK 74119-1076

SANDRIDGE ENERGY OFFSHORE, LLC
123 ROBERT S. KERR AVENUE
OKLAHOMA CITY, OK 73102-6406

SANDRIDGE OFFSHORE LLC
123 ROBERT S KERR AVE
OKLAHOMA CITY, OK 73102-6406

SARAH WITMER JONES
9802 B HUNDRED OAKS CIRCLE
AUSTIN, TX 78750-4235

SCHLAM STONE & DOLAN LLP
26 BROADWAY
NEW YORK, NY 10004-1831

SCL RESOURCES, LLC
ATTN: PETER KIM
840 ROSSEVELT, 2F
IRVINE, CA 92620-3676

SCOTT FLUKE LLC
C/O EDWARD SCOTT FLUKE
53 SNOW CREST
BELEGRADE, MT 59714-9501

SCOTT SPRADLEY
753 N BEAU CHENE DRIVE
MANDERVILLE, LA 70471-1630

SCOTTS BOAT RENTALS LLC
3909 COUNTRY DR
BOURG, LA 70343-3603

SEA HORSE MARINE INC.
9712 HIGHWAY 1
LOCKPORT, LA 70374-4229

SEA ROBIN PIPELINE COMPANY LLC
PO BOX 204037
DALLAS, TX 75320-4037

SEKCO ENERGY INC
142 VILLA DIESTE TERRACE N112
LAKE MARY, FL 32746-1634

SEMPCHECK SERVICES
PO BOX 273274
HOUSTON, TX 77277-3274

SETTOON TOWING LLC
PO BOX 279
PIERRE PART, LA 70339-0279

SEYMOUR WEISS TR FBO J TULLY W
P O BOX 99084
FORT WORTH, TX 76199-0084

SHAMROCK MANAGEMENT LLC
C/O GULF COAST BANK & TRUST
P.O. BOX 203047
HOUSTON, TX 77216-3047

SHARON ASHLEY
2222 AVENUE OF THE STARS
APT 301E
LOS ANGELES, CA 90067-5600

SHELL OFFSHORE INC
JV RECEIPTS
PO BOX 7247-6271
PHILADELPHIA, PA 19170-6271

SHELL TRADING (US) COMPANY
PO BOX 4749
HOUSTON, TX 77210-4749

SHERI ANN WILLIAMS KURTZ
4814 18TH STREET
BACLIFF, TX 77518-2713

SHRED TEX
15150 SOMMERMAYER
HOUSTON, TX 77041-5374

SIMON WEISS PROPERTIES LLC
P O BOX 5578
SHREVEPORT, LA 71135-5578

SIMPLY MANAGED IT LLC
10118 CLUBHOUSE CIRCLE
MAGNOLIA, TX 77354-6904

SKYE PROPERTIES PARTNERSHIP
4924 FIRESTONE DRIVE
COLLEGE STATION, TX 77845-8926

SM ENERGY COMPANY
777 N ELDRIDGE PKWY
STE 1000
HOUSTON, TX 77079-4466

SOLAR TURBINES INCORPORATED
PO BOX 301087
DALLAS, TX 75303-1087

SOUTHERN OILFIELD SERVICES
6313 HWY 90 EAST
NEW IBERIA, LA 70560-9610

SOUTHERN TECHNOLOGIES OF
AMERICA, INC
PO BOX 60848
LAFAYETTE, LA 70596-0848

SOUTHWEST LOUISIANA ELECTRIC
MEMBERSHIP CORPORATION
PO BOX 90866
LAFAYETTE, LA 70509-0866

SOUTHWEST PETROLEUM COMPANY LP
P O BOX 702377
DALLAS, TX 75370-2377

SPACE CITY AIRCRAFT FINISHES
7524 EAGLE LANE
SPRING, LA 77379-3179

SPARKS CONTRACT PUMPING INC
420 E OKLAHOMA
HENNESSEY, OK 73742-1612

SPL, INC.
PO BOX 842013
DALLAS, TX 75284-2013

SPL, INC. - GARDEN BANKS NGL
BANK
PO BOX 20020
HOUSTON, TX 77225-0020

SPRING BRANCH INDEPENDENT
SCHOOL DISTRICT
955 CAMPBELL ROAD
HOUSTON, TX 77024-2803

ST. MARTIN PARISH WATERWORKS
DIST #3
PO BOX 206
CADE, LA 70519-0206

STANDARD AND POORS
2542 COLLECTION CENTER DRIVE
CHICAGO, IL 60693-0025

STANLEY W ANDERSON
1715 AVE D
KATY, TX 77493-1654

STAPLES CONTRACT & COMMERCIAL INC.
DBA STAPLES ADVANTAGE
500 STAPLES DR
FRAMINGHAM, MA 01702-4478

STEPHEN E JACKSON
36 GLEN LOCH
SUGAR LAND, TX 77479-2512

STEPHEN GORHAM SHADDOCK
1220 SHELL BEACH DRIVE
LAKE CHARLES, LA 70601-5652

STEVEN R GUSTISON
15 KINCAID DRIVE
FAIRFIELD, IL 62837-1106

STINGRAY PIPELINE COMPANY LLC
1100 LOUISIANA
STE 3300
HOUSTON, TX 77002-5216

STONE ENERGY CORPORATION
PO BOX 52807
LAFAYETTE, LA 70505-2807

STRAWN PICKENS LLP
711 LOUISIANA ST
STE 1850
HOUSTON, TX 77002-2790

STX ENERGY E&P OFFSHORE
MANAGEMENT, LLC
1555 POYDRAS ST, STE 1720
NEW ORLEANS, LA 70112-3791

SUE ELIA KRENGER
REVOCABLE TRUST
1601 SE 19TH STREET
EDMOND, OK 73013-6620

SURVIVAL CRAFT OFFSHORE
SERVICES INC
P.O. BOX 5031
SLIDELL, LA 70469-5031

SUWANNE SUPPLY INC
PO BOX 1820
VICTORIA, TX 77902-1820

Shamrock Management, LLC
c/o Scott J. Scofield
Scofield Gerard Pohorelsky Gallaugher &
901 Lakeshore Drive, Suite 900
Lake Charles LA 70601-5285

St. Bernard Parrish Assessor
9115 W. Judge Perez
Chalmette, LA 70043-4531

St. Mary Parrish Assessor
500 Main Street
Room 522
Franklin, LA 70538-6198

Stephens, Inc.
300 Crescent
Dallas, TX 75201-1887

T K TOWING
7810 HWY 182 EAST
MORGAN CITY, LA 70380-2464

TAMMANY OIL & GAS LLC
20445 STATE HIGHWAY 249
SUITE 200
HOUSTON, TX 77070-2624

TANA EXPLORATION CO, LLC
25025 I-45 NORTH
STE 600
THE WOODLANDS, TX 77380

TANA EXPLORATION COMPANY LLC
4001 MAPLE AVENUE
SUITE 300
DALLAS, TX 75219-3241

TANKS A LOT INC
P.O.BOX 1636
MORGAN CITY, LA 70381-1636

TARGA MIDSTREAM SERVICES, LP
PO BOX 73689
CHICAGO, IL 60673-7689

TAYLORS INTERNATIONAL SERVICES, INC
PO BOX 81154
LAFAYETTE, LA 70598-1154

TC OFFSHORE LLC
ATTN: ACCOUNTS RECEIVABLE
717 TEXAS STREET
HOUSTON, TX 77002-2761

TEAM MANAGEMENT &
CONSULTING, LLC
6873 JOHNSTON STREET
LAFAYETTE, LA 70503-6203

TEFSCO MANUFACTURING LLC
309 MECCA DR
LAFAYETTE, LA 70508-3305

TERRELL WOOSLEY III
P O BOX 30172
LUMBERTON, TX 77657-1083

TERRY FLUKE LLC
2900 GATEWAY SOUTH ROAD
GALLATIN GATEWAY, MT 59730-9705

TEXAS COMPTROLLER OF
PUBLIC ACCOUNTS
111 E 17TH STREET
AUSTIN, TX 78711-5001

TEXAS EASTERN TRANSMISSION LP
PO BOX 201210
HOUSTON, TX 77216-1210

TEXAS EXCAVATION SAFETY
SYSTEMS, INC
PO BOX 678058
DALLAS, TX 75267-8058

TEXAS GENERAL LAND OFFICE
1700 NORTH CONGRESS AVE
SUITE 935
AUSTIN, TX 78701-1495

THE BANK OF NEW YORK MELON
TRUST COMPANY, NA
Corporate Trust Administration
601 Travis Street, 16th Floor
HOUSTON, TX 77002-3252

THE COMPLIANCE GROUP, INC
14884 HWY 105 WEST
STE 100
MONTGOMERY, TX 77356-5248

THE DAUBE COMPANY
P.O. BOX 38
ARDMORE, OK 73402-0038

THE GILL ROYALTY CO
P.O. BOX 697
OKMULGEE, OK 74447-0697

THE GRAND LTD
LAREDO OFFSHORE SERVICES
13385 MURPHY ROAD
STAFFORD, TX 77477-4305

THE JOY PARTNERS, LTD.
P.O. BOX 576
ARDMORE, OK 73402-0576

THE LAVIES PARTNERSHIP
244 WESTWOOD DRIVE
MANDERVILLE, LA 70471-8902

THE LOUISIANA LAND & EXPL CO
C/O CONOCOPHILLIPS CO
600 N DAIRY ASHFORD 3 WL 5108
HOUSTON, TX 77079

THE MBM COMPANY
ATTN: THOMAS M PELLEGRINI
1776 WOODSTEAD CT, STE 105
THE WOODLANDS, TX 77380-1450

THE OIL & GAS ASSET CLEARINGHOUSE
500 N SAM HOUSTON PKWY
STE 150
HOUSTON, TX 77067-4340

THE PITNEY BOWES BANK, INC
1245 BRICKYARD ROAD
STE 250
SALT LAKE CITY, UT 84106-4094

THE PROSPECTIVE INVESTMENT
AND TRADING CO LTD
PO BOX 4190
SCOTTSDALE, AZ 85261-4190

THOMAS E SCHWARTZ
26231 KINGSGATE LANE
KATY, TX 77494-0688

THOMPSON FAMILY TST 2/15/03
GEORGE M & L G THOMPSON TSTEE
9226 RESTOVER LN
HOUSTON, TX 77064-2626

THRU TUBING SYSTEMS, INC.
4102 HWY 90 WEST
NEW IBERIA, LA 70560-9405

THURMOND-MCGLOTHLIN INC
3301 E MAIN STREET
WEATHERFORD, OK 73096-3312

TIDELANDS ROYALTY CORP
SOUTHWEST BANK, as AGENT
PO BOX 678264
DALLAS, TX 75267-8264

TIGRESS ENVIRONMENTAL &
DOCKSIDE SERVICES, LLC
320 JACQUELINE STREET
ABBEVILLE, LA 70510-8410

TIMOTHY G OSBORNE
201 WOODBLUFF DRIVE
LAYFAYETTE, LA 70503-4447

TIMOTHY G OSBORNE AND
201 WOODBLUFF DR
LAFAYETTE, LA 70503-4447

TODD APPLEBY FUND
BANK OF OK ACCT# 62-9221-01-1
PO BOX 1588
TULSA, OK 74101-1588

TOMMY R HESTER JR
9550 NORTHRIDGE
CONROE, TX 77303-2404

TONY'S PUMP & SUPPLY INC
PO BOX 554
KINGFISHER, OK 73750-0554

TORCH OIL & GAS COMPANY
670 DONA ANA RD SW
DEMING, NM 88030-6728

TOTAL INSTRUMENTATION
& CONTROLS
PO BOX 37089
HOUSTON, TX 77237-7089

TOYOTA TSUSHO E&P GOM LLC
1300 POST OAK BLVD
STE 1850
HOUSTON, TX 77056-3071

TR OFFSHORE, LLC
1415 LOUISIANA ST, STE 3400
STE 2400
HOUSTON, TX 77002-7331

TRANSCONTINENTAL GAS PIPE LINE
PO BOX 201371
HOUSTON, TX 77216-1371

TRANSCONTINENTAL GAS PIPELINE
DUNS: 007933021
PO BOX 301209
DALLAS, TX 75303-1209

TRANSPARENT ENERGY SERVICES
1400 BROADFIELD
SUITE 375
HOUSTON, TX 77084-6973

TRAVIS COMPANY JV, LTD
5111 BROADWAY
SAN ANTONIO, TX 78209-5709

TRC CONSULTANTS, LC
120 DIETERT AVE.
STE #100
BOerne, TX 78006-2406

TRINITY TOOL RENTALS LLC
PO BOX 5091
HOUma, LA 70361-5091

TRITON GATHERING LLC
4267 PAYSPHERE CIRCLE
CHICAGO, IL 60674-0042

TSPTP COMPANY, LLC
PO BOX 14232
HUMBLE, TX 77347-4232

TUBE TECH SERVICES, INC.
P.O. BOX 68
SCOTT, LA 70583-0068

TUFTS OIL & GAS-I LP
2750 LAKE VILLA DR
SUITE 200
METAIRIE, LA 70002-6783

TURNBERRY INC
2216 DEVONSHIRE
HOUSTON, TX 77019-6402

Tefesco LLC
P.O. Box 81445
Lafayette, LA 70598-1445

Terrebonne Parish Assessor
8026 Main Street
Suite 501
Houma, LA 70360-3410

(p) TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528
AUSTIN TX 78711-3528

The Bank of New York Mellon
Trust Co., NA as Trustee for the
13.75% Sr. Secured Notes
601 Travis St., 16th Floor
Houston, TX 77002-3252

TwoSons Corporation
PO Box 0832-0886
W.T.C.
Panama

U.S. DEPARTMENT OF TRANSPORTATION
1200 NEW JERSEY AVE., S.E.
WASHINGTON DC 20590-0001

U.S. Securities & Exchange Comm.
Office of Reorganization
950 East Paces Ferry Road
Suite 900
Atlanta, GA 30326-1382

UNION OIL COMPANY OF
CALIFORNIA
PO BOX 730805
DALLAS, TX 75373-0805

UNISOURCE SUPPLY INC
P.O. BOX 80008
LAFAYETTE, LA 70598-0008

UNITED RENTALS (N.A.), INC
100 FIRST STAMFORD PLACE
SUITE 700
Stamford, CT 06902-9200

UNIVERSAL PREMIUM FLEETCARD
PO BOX 923928
NORCROSS, GA 30010-3928

UNIVERSAL PRINTING SOLUTIONS INC
10573 W PICO BLVD
SUITE 610
LOS ANGELES, CA 90064-2333

US COAST GUARD
3101 FM 2004
TEXAS CITY, TX 77591-2284

US DEPARTMENT OF COMMERCE-NOAA
PO BOX 979008
ST LOUIS, MO 63197-9000

US Trustee
Office of the US Trustee
515 Rusk Ave
Ste 3516
Houston, TX 77002-2604

V C SMITH
10805 COYLE CIRCLE
CHARLOTTE, NC 28277-2728

V SAIA ENERGY INTEREST INC
C/O STEVEN MEDO JR
935 GRAVIER ST STE 1830
NEW ORLEANS, LA 70112-1654

VENICE ENERGY SVC COMPANY, LLC
1000 LOUISIANA ST
STE 4700
HOUSTON, TX 77002-5021

VENICE GATHERINGS SYSTEM LLC
PO BOX 730422
DALLAS, TX 75373-0422

VERMILION PARISH TAX COLLECTOR
P.O.BOX 307
ABBEVILLE, LA 70511-0307

VERSABAR INC
11349 FM 529 ROAD
HOUSTON, TX 77041-3207

VESTA L KUNTZ
1059 KIRBY DR
HOUSTON, TX 77019-1403

VICTOR J. LUSZCZ
1673 ELK VIEW ROAD
LARKSPUR, CO 80118-4908

VICTORIA M CHRISTENBERRY
P O BOX 2274
RIDGELAND, MS 39158-2274

VICTORIA TRADING CO LLC
P O BOX 1077
EDINBURG, TX 78540-1077

VINSON & ELKINS
1001 Fannin
STE 2500
Houston, TX 77002-6760

VISION COMMUNICATIONS
PO BOX 188
LAROSE, LA 70373-0188

VMAZAL LLC
C/O VANESSA R MAZAL
4423 30TH AVE W
SEATTLE, WA 98199-1452

Vermillion Parrish Assessor
100 N. State Street
Suite 110
Abbeville, LA 70510-5167

W GRAIG PLUMHOFF
6146 LYNBROOK DR
HOUSTON, TX 77057-1139

W J HURLEY
PO BOX 7306
METAIRIE, LA 70010-7306

W&T ENERGY VI, LLC
NINE GREENWAY PLAZA
SUITE 300
HOUSTON, TX 77046-0908

W&T OFFSHORE INC
9 E GREENWAY PLAZA
STE 300
HOUSTON, TX 77046-0908

W&T OFFSHORE LLC
ATTN: LAURA A WEINSTEIN
PO BOX 27479
HOUSTON, TX 77227-7479

WALTER A FAWCETT FAMILY TRUST
RAYMOND JAMES TRST NA SUCC TRS
PO BOX 14407
ST PETERSBURG, FL 33733-4407

WALTER OIL & GAS CORPORATION
1100 LOUISIANA
STE 200
HOUSTON, TX 77002-5299

WARD N ADKINS JR
5519 TUPPER LAKE
HOUSTON, TX 77056-1626

WARRIOR ENERGY SERVICES, INC
DEPT 2114
PO BOX 122114
DALLAS, TX 75312-2114

WAYNE G ZEORNES
5326 PINEWILDE
HOUSTON, TX 77066-2815

WEATHERFORD ARTIFICIAL LIFT
2000 SAINT JAMES PLACE
HOUSTON, TX 77056-4123

WEATHERFORD U.S. LP
2000 SAINT JAMES PLACE
HOUSTON, TX 77056-4123

WELLHEAD & VALVE SERVICE
PO BOX 676263
DALLAS, TX 75267-6263

WELLS RESOURCES INC
PO BOX 547
CLIFTON, TX 76634-0547

WENDELL A. ODOM JR.
LAW OFFICES OF WENDELL A. ODOM JR.
440 LOUISIANA STREET
STE 200
HOUSTON, TX 77002-1665

WEST CAICASIEU AIRPORT MANAGING BOARD
514 W. NAPOLEON STREET
SULPHUR, LA 70663-3244

WEST CAMERON DEHYDRATIONS CO
6110 PAYSHERE CIRCLE
CHICAGO, IL 60674-0061

WESTERN TANK TRUCKS
PO BOX 487
HENNESSEY, OK 73742-0487

WESTHALL RESOURCES 1989 LTD
1331 LAMAR
SUITE 1452
HOUSTON, TX 77010-3122

WESTWIND HELICOPTERS INC
P.O. BOX 929
SANTA FE, TX 77517-0929

WET TECH ENERGY, INC.
P.O. BOX 310
MILTON, LA 70558-0310

WHITESIDE REVOCABLE TRUST
5314 VALLEYVIEW CREEK CT
SPRING, TX 77379-5504

WHITING OIL & GAS CORPORATION
1700 BROADWAY SUITE 2300
DENVER, CO 80290-1703

WICHITA PARTNERSHIP LTD
PO BOX 460
CHAPPELL HILL, TX 77426-0460

WILCOX 1992 ACQ FUND LTD
5220 HOLLYWOOD AVENUE
SHREVEPORT, LA 71109-7717

WILKERSON TRANSPORTATION INC
PO BOX 19037
LAKE CHARLES, LA 70616-9037

WILKINSON TECHNOLOGIES LTD
P.O. BOX 246
ABBEVILLE, LA 70511-0246

WILKINSON-STARE CHILDREN TRST
FBO LILY HOPE WILKINSON
PO BOX 429
DURHAM, CT 06422-0429

WILKINSON-STARE CHILDREN TRUST
FBO FREDERICK WILKINSON
P O BOX 428
DURHAM, CT 06422-0428

WILKINSON-STARE CHILDRENS TRST
FBO BENJAMIN WILKINSON
P O BOX 429
DURHAM, CT 06422-0429

WILLIAM BURTON LAWTON
641 WEST PRIEN LAKE ROAD
LAKE CHARLES, LA 70601-8315

WILLIAM C MOODY JR AND
ANNALIESE MOODY
P O BOX 2011
SLIDELL, LA 70459-2011

WILLIAM C WARDLE
24718 BEND SAGE CT
KATY, TX 77494-3060

WILLIAM E SHADDOCK JR
1451 SHELL BEACH DR
LAKE CHARLES, LA 70601-5655

WILLIAM F HARTNETT JR
841 COUNTRY CLUB LANE
NORTHBROOK, IL 60062-8603

WILLIAM M ARMSTRONG
1002 SUE BARNETT DR
HOUSTON, TX 77018-4433

WILLIAM NEVILLE
2 WILD GINGER CT
WOODLANDS, TX 77380-1347

WILLIAM R VOLK
49 SUNDOWN PARKWAY
AUSTIN, TX 78746-5257

WILLIAM STEPHEN CHILDRESS
94 BANK STREET
NEW YORK, NY 10014-2108

WILLIAM STUART WITMER
1819 AUGUSTA #448
HOUSTON, TX 77057-3142

WILLIAMS FIELD SERVICES
MARKHAM PROCESSING FACILITY
PO BOX 730157
DALLAS, TX 75373-0157

WILLOUGHBY FAMILY TRUST
ATTN: SUZANNE W KILLEA
3075 HANSEN WAY, BLDG B
PALO ALTO, CA 94304-1025

WINDOM ROALTIES LLC
P.O. BOX 660082
DALLAS, TX 75266-0082

WOOD GROUP PRODUCTION SVCS
PO BOX 1927
ROCKPORT, TX 78381-1927

WORTH W WITMER
1616 S VOSS SUITE 100
HOUSTON, TX 77057-2634

WRIGHT NATIONAL FLOOD INSURANCE COMPANY
PO BOX 33003
ST PETERSBURG, FL 33733-8003

Workiva, LLC
2900 UNIVERSITY BLVD
AMES, IA 50010-8665

X-CHEM, INC.
PO BOX 971433
DALLAS, TX 75397-1433

XACT DATA DISCOVERY
5800 FOXRIDGE DR
STE 406
MISSION, KS 66202-2338

XEROX CORPORATION
100 CLINTON STREET SOUTH
ROCHESTER, NY 14644-0001

YOUNG HEAVY HAUL, INC
PO BOX 5632
VICTORIA, TX 77903-5632

ZAYO GROUP LLC
PO BOX 952136
DALLAS, TX 75395-2136

ZEDI US, INC.
PO BOX 51475
LAFAYETTE, LA 70505-1476

ZEECO, INC
22151 EAST 91ST STREET SOUTH
BROKEN ARROW, OK 74014-3250

ZEUS PETROLEUM, INC.
P.O. BOX 458
BELLAIRE, TX 77402-0458

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1177 West Loop South, Suite 1100
Houston, TX 77027-9083

Pamela Gale Johnson
Baker & Hostetler, LLP
811 Main Street
Suite 1100
Houston, TX 77002-6111

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Texas Comptroller of Public Accounts
PO Box 13528
Capital Station
Austin, TX 78711-3528

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Argonaut Insurance Company

(u)Aspen American Insurance Company

(u)Bank of New York Mellon Trust Company, N.A

(u)GRAND ISLE SHIPYARDS, INC.

(u)Merit Energy Company, L.L.C.

(u)Montco Offshore, Inc.

(u)Montco Oilfield Contractors, LLC

(u)PDI Solutions, LLC

(u)Platinum Partners Liquid Opportunities Mas

(u)Platinum Partners Value Arbitrage Fund LP

(u)W&T Offshore Inc.

(u)Weatherford U.S., L.P.

(d)ATINUM ENERGY, INC.
333 CLAY STREET
STE 700
HOUSTON, TX 77002-4115

(d)ATP OIL & GAS CORPORATION
4600 POST OAK PLACE STE 200
HOUSTON, TX 77027-9726

(d)ENVEN ENERGY VENTURES, LLC
3850 N CAUSEWAY BLVD
STE 1770
METAIRIE, LA 70002-8181

(u)JOHN BELCHER

(d)LAREDO CONSTRUCTION INC
13385 MURPHY ROAD
STAFFORD, TX 77477-4305

(u)STATE OF LOUISIANA OFFICE OF
MINERAL RESOURCES

(u)THOMPSON & THOMPSON LP

(d)W&T OFFSHORE INC
9 E GREENWAY PLAZA
SUITE 300
HOUSTON, TX 77046-0908

(u)WOR LLC

(u)Edna Tajonera

End of Label Matrix
Mailable recipients 979
Bypassed recipients 22
Total 1001

EXHIBIT "A"

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

CASE NO.: 15-34287(LZP)

BLACK ELK ENERGY OFFSHORE
OPERATIONS, LLC

CHAPTER 11

Debtor.

/

**ORDER GRANTING DEBTOR'S EMERGENCY MOTION FOR
AUTHORITY TO USE CASH COLLATERAL**

This matter comes before the Court pursuant to the Motion to Use Cash Collateral filed by Black Elk Energy Offshore Operations, LLC (the “Debtor”) on September 14, 2015 (Doc. No. ____) (the “Motion”). In the Motion, the Debtor seeks entry of: (i) an order (the “Interim Order”) authorizing the Debtor to use Cash Collateral¹ pursuant to Section 363 of Title 11 of the United States Code (the “Bankruptcy Code”) on an interim basis pending a final hearing on the Motion (the “Final Hearing”) and entry of a final order (the “Final Order”); (ii) granting adequate protection pursuant to Sections 361, 362, and 363 of the Bankruptcy Code to the Trustee and certain Noteholders who may direct the Trustee in accordance with Section 2.09 of the Indenture (the “Consenting Noteholders”); and (iii) in accordance with Rule 4001(b) of the Federal Rules of Bankruptcy Procedure, scheduling the Final Hearing. The Court having considered the Motion and the exhibits attached thereto, including, without limitation, the Approved Budget; and a hearing to consider approval of the Motion on an interim basis having been held and concluded on September

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Motion.

_____, 2015 (the “Interim Hearing”); and upon the pleadings filed with, and the proceedings held before the Court; and, after due deliberation, sufficient cause appearing therefore, the Court makes the following findings of fact and conclusions of law:

IT IS FOUND, DETERMINED, ORDERED AND ADJUDGED, THAT:

A. Jurisdiction and Venue. This Court has core jurisdiction over this Chapter 11 Case, the Motion, and the parties and property affected thereby pursuant to 28 U.S.C. §§ 157(b) and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

B. Notice. Notice of the Motion and the relief requested therein was served by the Debtor on its twenty largest unsecured creditors, the Trustee, the Consenting Noteholders, the Office of the United States Trustee (the “U.S. Trustee”), all creditors with secured claims exceeding \$1,000,000, if any, and all parties requesting notice.

C. Committee Formation. As of entry of this Order, no committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (a “Committee”) has been appointed.

D. Debtor’s Stipulations. The Debtor hereby admits, stipulates, acknowledges and agrees as follows (collectively, the “Stipulations”):

Prepetition Notes Documents: On November 23, 2010, the Debtor entered into the Indenture (the “Indenture”) among Black Elk Energy Offshore Operations, LLC, Black Elk Energy Finance Corp., as issuers, each of the guarantor parties thereto, and the Trustee with respect to the 13.75% Senior Secured Notes due 2015 (the “Senior Secured Notes”). Also on November 23, 2010, the Debtor entered into the Security Agreement (the “Security Agreement,” and together with the Indenture, all other agreements and documents delivered pursuant thereto or in connection therewith, including any amendments or supplements thereto, the “Prepetition Notes Documents”) among Black Elk Energy Offshore Operations, LLC, Black Elk Energy Finance Corp. and Black Elk Energy

Land Operations, LLC and the other grantors party thereto in favor of the Trustee. Pursuant to the Prepetition Notes Documents, the Debtor incurred indebtedness and pledged security to the Trustee on behalf of the Noteholders, including the Consenting Noteholders.

Obligations with respect to the Senior Secured Notes: As of the Petition Date, the Debtor was indebted and liable under the Prepetition Notes Documents to the Trustee on behalf of the Noteholders, including the Consenting Noteholders, without objection, defense, counterclaim, or offset of any kind, in the aggregate amount of not less: (i) \$68,567,000 in principal; plus (ii) accrued and unpaid interest; plus (iii) additional amounts owed under the Prepetition Notes Documents including, but not limited to, defaulted interest, fees, expenses, costs, and all other amounts due and owing under the Prepetition Notes Documents (collectively, the “Prepetition Notes Obligations”).

Prepetition Liens and Collateral: Pursuant to the Prepetition Notes Documents, the Debtor granted to the Trustee on behalf of the Noteholders, including the Consenting Noteholders, to secure the Prepetition Notes Obligations, a security interest in and continuing lien on (“Prepetition Liens”) all of the Debtor’s assets and property (“Prepetition Collateral”), including the Cash Collateral. The Debtor, the Trustee and the Consenting Noteholders are exchanging information with respect to the Liberty Funds and reserve all rights in connection therewith. The Prepetition Liens in the Prepetition Collateral, including the Cash Collateral, are legal, valid, binding, enforceable, non-avoidable and perfected liens.

E. Need to Use the Prepetition Collateral (including, without limitation, the Cash Collateral). The Debtor contends that it has an immediate need to use the Prepetition Collateral, including, without limitation, the Cash Collateral, among other things, to: permit the orderly continuation of the operation of its business, including maintenance of its P&A obligations, maintain business relationships with vendors, suppliers and customers, make payroll, make necessary and

required capital expenditures and to satisfy other operational needs. The Debtor contends that access to sufficient working capital and liquidity through the use of Cash Collateral is of vital importance to maximizing the value of the Debtor's assets and business for the benefit of the Debtor's estate and creditors.

F. Adequate Protection for the Trustee and the Consenting Noteholders. The Trustee and the Consenting Noteholders are entitled to the adequate protection set forth herein pursuant to sections 361, 362 and 363 of the Bankruptcy Code, including for any diminution in the value of all Prepetition Collateral, including Cash Collateral. Based on the Motion, the terms of the proposed adequate protection arrangements and use of the Prepetition Collateral, including, without limitation, the Cash Collateral, contemplated hereby are fair and reasonable, reflect the Debtor's sound and prudent exercise of their business judgment, and constitute reasonably equivalent value and fair consideration for the limited consent of the Trustee and the Consenting Noteholders, respectively, and are in all respects consistent with the provisions of the Bankruptcy Code and applicable law. Nothing in this Interim Order, including, without limitation, any of the provisions herein with respect to adequate protection, shall constitute, or be deemed to constitute, a final finding that the interests of the Trustee and the Consenting Noteholders are or will be adequately protected with respect to use by the Debtor of the Prepetition Collateral including, without limitation, the Cash Collateral.

G. Limited Consent. The Trustee and the Consenting Noteholders have consented to the Debtor's use of the Prepetition Collateral, including the Cash Collateral, solely pursuant to the terms of this Interim Order. The limited consent of the Trustee and the Consenting Noteholders, respectively, is reasonable and, with respect to the Trustee, is in accordance with the Trustee's responsibilities under the Prepetition Notes Documents as provided herein.

H. Findings with respect to the Trustee. In connection with the Trustee's decision to consent to the Debtor's use of the Prepetition Collateral, including the Cash Collateral, the Trustee must comply with its responsibilities under the Prepetition Notes Documents. In particular, because an Event of Default (as defined in the Indenture) has occurred, Section 7.01(a) and (d) of the Indenture provide that "the Trustee will exercise such of the rights and powers vested in it by [the] Indenture, and use the same degree of care and skill in its exercise, as a prudent person would exercise or use under the circumstances in the conduct of such person's own affairs." Similarly, Section 7.02 of the Security Agreement provides that, with respect to the Trustee in its capacity as the Collateral Agent, the Trustee's "sole duty with respect to the custody, safekeeping and physical preservation of the [Prepetition] Collateral . . . , shall be to deal with it in the same manner as the Collateral Agent deals with similar property for its own account and shall be deemed to have exercised reasonable care in the custody and preservation of the [Prepetition] Collateral in its possession if the [Prepetition] Collateral is accorded treatment substantially equal to that which comparable secured parties accord comparable collateral." The record before the Court, in particular (i) the use of the Prepetition Collateral, including the Cash Collateral, as specified in the Approved Budget (as defined below), (ii) the additional protections and conditions to the use of the Prepetition Collateral, including the Cash Collateral, as specified in this Interim Order, and (iii) the consent of the Consenting Noteholders to the entry of this Interim Order, demonstrate that the Trustee (A) in its exercise of the rights and powers vested in it by the Indenture and within the meaning of Section 7.01 of the Indenture, has used the same degree of care and skill as a prudent person would exercise or use under the circumstances in the conduct of such person's own affairs and (B) in its capacity as the Collateral Agent within the meaning of Section 7.02 of the Security Agreement, has exercised

reasonable care in the custody and preservation of the Prepetition Collateral and has accorded treatment substantially equal to that which comparable secured parties accord comparable collateral.

I. Good Faith. Based on the record before the Court, the terms of the use of the Cash Collateral as provided in this Interim Order have been negotiated at arms' length and in "good faith," as that term is used in section 364(e) of the Bankruptcy Code, and are in the best interests of the Debtor, its estate, and creditors. The Trustee and the Consenting Noteholders have acted in good faith in connection with this Interim Order and their reliance on this Interim Order is in good faith.

J. Consideration. The Debtor will receive and has received fair consideration and reasonably equivalent value in exchange for use of Cash Collateral and all other financial accommodations provided under this Interim Order.

K. Immediate Entry of Interim Order. For the reasons stated above, the Debtor has requested immediate entry of this Interim Order pursuant to Bankruptcy Rule 4001(b)(2). Absent granting the relief set forth in this Interim Order, the Debtor's business, assets and estate will be immediately and irreparably harmed. This Court concludes that authorization to use the Prepetition Collateral including, without limitation, the Cash Collateral, in accordance with this Interim Order is therefore in the best interests of the Debtor's estate and creditors as its implementation will, among other things, allow for the continued flow of supplies and services to the Debtor necessary to sustain the operation of the Debtor's existing business during the pendency of this Chapter 11 Case.

NOW, THEREFORE, on the Motion, the foregoing findings, acknowledgements and conclusions, and upon the record made before the Court at the Interim Hearing, and good and sufficient cause appearing therefore,

IT IS ORDERED that:

1. Motion Granted. The Motion is hereby granted on an interim basis in accordance with the terms and conditions set forth in this Interim Order. Any objections to the Motion with respect to the entry of this Interim Order that have not been withdrawn, waived or settled, and all reservations of rights included therein, are hereby denied and overruled.

2. Use of the Prepetition Collateral (including, without limitation, the Cash Collateral).

Subject to the terms and conditions of this Interim Order, including the occurrence of a Consent Termination Event (as defined below), the Debtor is authorized, pursuant to section 363 of the Bankruptcy Code, to use the Cash Collateral for the period as set forth in the Approved Budget (as defined below). The Debtor is prohibited from using Cash Collateral other than in accordance with the terms and conditions of this Interim Order and the Approved Budget (as defined below).

3. Cash Collateral Budget. Attached hereto as Exhibit “A” is the budget (the “Approved Budget”) which reflects, on a line-item basis upcoming operating expenses of the Debtor for the next five (5) weeks (the “Approved Budget Period”). The Debtor’s use of Cash Collateral is subject to and governed by the terms of the Approved Budget, and the Trustee and the Consenting Noteholders shall have no obligation to permit the use of Cash Collateral hereunder other than in accordance with the Approved Budget and as set forth in this Interim Order, including a permitted variance of fifteen percent (15%) and only if there is availability elsewhere in the Approved Budget. The Trustee and the Consenting Noteholders may agree to a larger variance in their sole discretion.

4. Adequate Protection for the Trustee and the Consenting Noteholders. In consideration for the use of the Prepetition Collateral, including the Cash Collateral, from and after the Petition Date and the limited consent to the entry of this Interim Order, the Trustee and the Consenting Noteholders shall receive the following adequate protection, and without prejudice to

seek additional adequate protection or modification thereof, (collectively, the “Adequate Protection”):

(a) Replacement Liens and Superpriority Claim. Except as provided herein, the Trustee and the Consenting Noteholders are granted additional and replacement continuing valid, binding, enforceable, non-avoidable, and automatically perfected postpetition security interests in and liens on (the “Adequate Protection Liens”) any and all presently owned and hereafter acquired personal property, real property and all other assets of the Debtor, wherever located, including, without limitation, all prepetition collateral, the Debtor’s rights under section 506(c) of the Bankruptcy Code (subject to a final order), and all rights, claims and causes of action (including avoidance claims or causes of action arising under chapter 5 of the Bankruptcy Code), and together with any proceeds, recoveries, product, offspring or profits thereof to the extent of any diminution in value and the indemnity obligations (subject to a final order); provided, however, that the Adequate Protection Liens shall exclude the proceeds of chapter 5 claims and causes of action against any Consenting Noteholders or the Trustee.

(b) Carve-Out. The Adequate Protection Liens will be subject to and subordinate to a fund (the “Carve Out”) for the payment of: (i) unpaid quarterly fees required to be paid pursuant to 28 U.S.C. §1930(a), together with interest payable thereon pursuant to applicable laws; (ii) any fees payable to the Clerk of the United States Bankruptcy Court for the Southern District of Texas; and (iii) the allowed and reasonable fees and expenses of professionals employed by the Debtor and the Committee, respectively, up to the amounts set forth in the Approved Budget under the line item designated for each professional, but as to (iii) in any event not to exceed \$150,000 for Baker & Hostetler LLP and \$150,000 for Blackhill Partners LLP for fees incurred after a Termination Notice has been issued. With respect to professionals employed by the Debtor and the Committee,

respectively, nothing contained herein shall be construed: (i) to exempt from the applicable provisions of bankruptcy law, including the requirements that such compensation or reimbursement be allowed on a final basis after the filing of appropriate fee applications, and, if applicable, any subsequent order of this Court requiring that such payment be disgorged or (ii) as consent to the allowance of any fees and expenses, and shall not affect any right of the Trustee and the Consenting Noteholders (or any other party) to object to the reasonableness of such amounts.

(c) Carve-Out Limitation. The Carve-Out shall not include, apply to, or be available for any fees for expenses incurred by any party, including the Debtor or the Committee, or their respective professionals, in connection with, or relating to, any request to obtain postpetition loans or other financial accommodations and the investigation, initiation, or prosecution of any claims, causes of action, or other litigation against the Consenting Noteholders, the Trustee or any of their respective officers, directors, employees, agents, attorneys, other advisors, affiliates, assigns or successors; provided, however, that subject to the entry of the Final Order, the Committee, if any, may use up to \$25,000 (the “Investigation Fund”) to investigate (the “Investigation”) the validity, perfection, and priority of the Prepetition Liens and Prepetition Notes Obligations under the Prepetition Notes Documents.

(d) Superpriority Administrative Claim. Subject to entry of the Final Order, as additional adequate protection for the use of Cash Collateral and subject to the Carve Out, the Debtor shall grant the Trustee and the Consenting Noteholders, to the extent provided by Sections 361, 363, 503(b), and 507(b) of the Bankruptcy Code, an allowed superpriority administrative expense claim with priority over all administrative expense claims and unsecured claims against the Debtor or its estate and which shall be payable from and have recourse to all pre- and postpetition property of the Debtor and all proceeds thereof, including, without limitation, any proceeds or property recovered in

connection with the pursuit of avoidance actions without reduction for any reason. Further, the Superpriority Administrative Claim shall have priority over all other costs and expenses of administration of any kind, other than Chapter 7 administrative claims, including those specified in, or ordered pursuant to Sections 105, 326, 330, 331, 503(b), 507(a), 507(b) or 726 or any other provision of the Bankruptcy Code or otherwise (whether incurred in the Chapter 11 Cases or any successive or superseding case of the Debtors (other than Chapter 7 cases, each a “Successor Case”), and shall at all times be senior to the rights of the Debtor, any successor trustee, estate representative or any other entity in the Chapter 11 Cases or any Successor Case. Nothing in this Interim Order or in the Approved Budget shall constitute the consent by the Trustee or Consenting Noteholders to the imposition of any costs or expense of administration or other charge, lien, assessment or claim (including, without limitation, any amounts set forth in the Approved Budget) against the Trustee or Consenting Noteholders or their respective claims or collateral under Section 506(c) of the Bankruptcy Code or otherwise.

(e) Adequate Protection Payments. Subject to entry of the Final Order and in addition to the payment of any regularly scheduled interest payments on the Prepetition Notes Obligations as contemplated herein, the Debtor shall pay in cash on a current basis each month the reasonable and documented fees, costs, and expenses of the Trustee and the Consenting Noteholders, respectively, in connection with the Bankruptcy Case, including fees and expenses of the Trustee’s counsel and the Consenting Noteholders’ counsel and financial advisor, as applicable, to be identified and included in the Approved Budget. Any such reasonable fees, costs and expenses shall be paid within five (5) business days of delivery of a summary invoice (redacted for privilege) to the Debtor and the Committee, and without the need for further application to, or order of, the Court. The adequate protection payments contemplated shall not impair or adversely affect in any way, the Trustee’s

rights to compensation and indemnity as provided in, among other places, Section 7.07 of the Indenture.

(f) Interest. The Debtor shall pay interest on the Prepetition Notes Obligations as and when such interest is payable under the Prepetition Notes Documents. Interest shall continue to accrue on the Prepetition Notes Obligations, and the Trustee and the Consenting Noteholders shall have the right to seek any additional interest on the Prepetition Notes Obligations.

(g) 506(c) Waiver. Subject to entry of the Final Order, as additional adequate protection for the use of Cash Collateral and in consideration for the Carve Out and payments made under the Approved Budget, no costs or expenses of administration shall be charged against or recovered from the collateral of the Trustee and the Consenting Noteholders pursuant to Section 506(c) of the Bankruptcy Code or otherwise. Moreover, subject to the entry of the Final Order, the Trustee and the Consenting Noteholders shall not be subject to any surcharge on account of claims or any other similar environmental liability with respect to the Cash Collateral, and neither the Trustee nor the Consenting Noteholders shall (a) be deemed to be in control of the operations of the Debtor or (b) be deemed to be acting as a “responsible person” or “owner or operator” with respect to the operation or management of the Debtor within the meaning of 42 U.S.C. § 9601(20)(F), actual participation in the management or operational affairs of a vessel or facility owned or operated by a Debtor, or otherwise cause liability to arise to the federal or state government or the status of responsible person or managing agent to exist under applicable law (as such terms, or any similar terms, are used in the United States Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. §§ 9601 et seq., as amended, or any similar federal or state statute). Subject to entry of the Final Order, the Trustee and the Consenting Noteholders shall not be subject to “equities of the case” claims under section 552(b) of the Bankruptcy Code. Additionally, the Trustee and the Consenting

Noteholders shall not be subject to the equitable doctrine of “marshaling” or any other similar doctrine with respect to any of the Prepetition Collateral.

(h) Indemnification and Release. Subject to entry of the Final Order, the Debtor shall indemnify and hold harmless each of the Trustee, the Consenting Noteholders, and their respective professionals in connection with any claim or liability incurred in respect of or in any way related to all actions taken by them in connection with or related in any way to the negotiating, implementing, documenting, or obtaining requisite approval of the use of Cash Collateral. Further, subject to paragraph 6 hereof, the Debtor hereby forever, unconditionally and irrevocably releases, discharges, and acquits each of the Trustee, the Consenting Noteholders, and their respective successors, assigns, affiliates, subsidiaries, parents, officers, shareholders, directors, employees, attorneys, and agents, past, present, and future, and their respective heirs, predecessors, successors, and assigns (collectively, the “Releases”) of and from any and all claims, controversies, disputes, liabilities, obligations, demands, damages, expenses (including, without limitation, reasonable attorneys’ fees), debts, liens, actions, and causes of action of any and every nature whatsoever, whether arising in law or otherwise, and whether or not known or matured, arising out of or relating to, as applicable, the use of Cash Collateral and the transactions contemplated hereunder including, without limitation, (A) any so-called “lender liability” or equitable subordination claims or defenses, (B) any and all claims and causes of action arising under the Bankruptcy Code, and (C) any and all claims and causes of action with respect to the validity, priority, perfection, or avoidability of the Prepetition Liens. The Debtor further waives and releases any defense, right of counterclaim, right of set-off, or deduction to the payment of the Prepetition Notes Obligations that the Debtor now have or may claim to have against the Trustee or the Consenting Noteholders, arising out of, connected with, or relating to any and all acts, omissions, or events occurring prior to the Bankruptcy Court entering this

Interim Order. The indemnification and release contemplated herein shall not impair or adversely affect in any way, the Trustee's rights to compensation and indemnity as provided in, among other places, Section 7.07 of the Indenture.

5. Reporting. The Debtor shall deliver to counsel to the Trustee and counsel to the Consenting Noteholders, respectively, weekly reports of the Debtor's actual receipts and disbursements compared to those set forth in the Approved Budget ("Reconciliation Reports") and such other reports and information as the Trustee and the Consenting Noteholders may reasonably request. The Reconciliation Reports shall be delivered to counsel to the Trustee and counsel to the Consenting Noteholders, respectively, each Friday for the week ending on the preceding Sunday.

6. Reservation of Certain Third Party Rights and Bar of Challenges and Claims. Parties in interest, including any official committee of unsecured creditors (the "Committee") that may be formed in the Debtor's Chapter 11 Bankruptcy Case ("Bankruptcy Case") shall be permitted to challenge the Stipulations up to and including the day that is sixty (60) days after entry of an order approving the Motion ("Challenge Deadline"). In the event a Committee is formed after the entry of an order approving this Motion, the Committee shall have sixty (60) Days from its formation to challenge the Stipulations.

7. Replacement Liens for Secured Claims. Upon entry of an order of the Interim Order, such order shall be sufficient and conclusive evidence of the validity, perfection, enforceability and priority of the Replacement Lien, without the necessity of filing or recording any financing statement, mortgage, or other instrument or documents which may otherwise be required under the law of any jurisdiction or the taking of any other action to validate or perfect the Replacement Lien or to entitle the Trustee or the Consenting Noteholders to the priorities created and granted herein and pursuant to such order, provided, however, that notwithstanding the provisions of Section 362 of the Bankruptcy

Code, the Trustee and Consenting Noteholders, at their sole option, may file or record or cause the Debtor to obtain any third party consents or execute, file or record, at the Debtor's expense, any such UCC financing statement, notices of liens and security interest, mortgages and other similar documents as the Trustee and Consenting Noteholders may require. The Trustee and Consenting Noteholders may (each in their sole discretion), but shall not be required to, file a certified copy of this Order in any filing or recording office in any county or other jurisdiction in which the Debtor has real or personal property and such filing or recording shall be accepted and shall constitute further evidence of perfection of their respective interests. Notwithstanding any other provision in this Interim Order, each secured creditor shall have a security interest in the Debtor's post-petition assets with the same description, validity and priority as the pre-petition security interest held by that secured creditor.

8. Consent Termination Event. The consent to use Cash Collateral shall terminate on delivery of five (5) days' written notice from the Consenting Lenders or the Trustee (the "Termination Notice") to the Debtor (with a copy to counsel to the United States Trustee) without further order of or application to the Court following the occurrence of any of the following (each a "Consent Termination Event"):

- (a) September [], 2015, absent prior entry of this Interim Order, in form and substance acceptable to the Trustee and the Consenting Noteholders in their sole discretion;
- (b) October [], 2015, absent prior entry of the Final Order, in form and substance acceptable to the Trustee and the Consenting Noteholders in their sole discretion;
- (c) the breach by the Debtor of any term, condition or covenant of this Interim Order or the Final Order, including the failure to comply with the Approved Budget;
- (d) the reversal, vacation or modification of this Interim Order (except by entry of the Final Order) or the Final Order, whether by appeal or otherwise;
- (e) the filing of a motion by any party or the Debtor to authorize the Debtor to obtain credit under Bankruptcy Code Section 364;
- (f) the entry by this Court of an order granting relief from the automatic stay imposed

by section 362 of the Bankruptcy Code to any entity other than the Consenting Noteholders with respect to the Prepetition Collateral or the Collateral without the written consent of the Consenting Noteholders, which consent may be withheld in their sole discretion; (g) the failure by the Debtor to make any payment required by this Interim Order when due; (h) the failure by the Debtor to observe or perform any of the material terms or material provisions contained herein; (i) the Debtor shall create, incur or suffer to exist any postpetition liens or security interests other than liens or security interests which are permitted pursuant to this Interim Order; (j) the Debtor shall create, incur or suffer any other claim which is *pari passu* with or senior to the adequate protection claims; (k) a filing by any Debtor of any motion, pleading, application or adversary proceeding challenging the validity, enforceability, perfection or priority of the liens securing the Prepetition Note Obligations held by the Consenting Noteholders (or if the Debtor supports any such motion, pleading, application or adversary proceeding commenced by any third party except for participation in formal or informal discovery not initiated by the Debtor); (l) the appointment of a trustee or examiner for the Debtor, or the conversion or dismissal of the Chapter 11 Case; (m) the effective date of any plan of reorganization of the Debtor; (n) the entry of an order granting any other superpriority claim or lien equal or superior in priority to that granted to the Trustee and the Consenting Noteholders; (o) the entry of an order granting relief from the automatic stay so as to allow a third party to proceed against any material asset or assets of the Debtor; (p) the cessation or resignation of the CRO without the appointment of a replacement CRO on terms acceptable to the Trustee and Consenting Noteholders in their sole discretion; and (q) the effective date of any plan of reorganization of the Debtor.

9. Rights Upon Consent Termination Event. Upon the occurrence of a Consent Termination Event and the giving of a Termination Notice by the Trustee and the Consenting

Noteholders to (i) the Debtor, (ii) the Committee's respective counsel (if any has been appointed); and (iii) the Office of the United States Trustee (the "Noticed Parties").

(a) the Debtor's authority to use Cash Collateral pursuant to the terms hereof shall cease; and

(b) the Debtor shall immediately segregate all of the Cash Collateral, and shall not be permitted to use such Cash Collateral absent obtaining the prior written consent of the Trustee and the Consenting Noteholders or, if no consent can be obtained, upon further order of this Court, following appropriate notice and a hearing.

10. Effect of Dismissal. If an order of dismissal is entered under Section 1112 of the Bankruptcy Code or otherwise is at any time entered, such order shall provide (in accordance with Sections 105 and 349 of the Bankruptcy Code) that (i) the superpriority claims, liens, security interests and replacement interests granted to the Trustee and the Consenting Noteholders pursuant hereto shall continue in full force and effect and shall maintain their priority as provided herein until all obligations including all Adequate Protection shall have been indefeasibly paid in cash in full (and that such superpriority claims, liens and replacement security interests, shall, notwithstanding such dismissal, remain binding on all parties in interest) and (ii) this Court shall retain jurisdiction, notwithstanding such dismissal, for the purposes of enforcing the Adequate Protection claims, liens and security interest referred to in clause (i) above.

11. Final Hearing. The Final Hearing shall take place on _____. Objections to the relief requested in the Motion shall be filed and served no later than _____ (the "Objection Deadline"). The failure of any objecting person or entity to timely file its objection by the Objection Deadline shall be a bar to the assertion, at the Final Hearing or thereafter, of any objection to the entry of an order granting the Debtor's use of Cash Collateral, the granting of

Adequate Protection to the Trustee and the Consenting Noteholders, and all other relief requested in the Motion.

12. Service. The Debtor shall serve notice of entry of this Interim Order and a copy of the Order on the Debtor's twenty largest creditors within ____ days of entry of this Interim Order and file a certificate of service with the Court.

13. Service of Final Budget. Not less than three business days before the Final Hearing, the Debtor must file and serve the budget to be considered at the Permanent Finance Hearing. Service must be made in accordance with the United States Bankruptcy Court for the Southern District of Texas Procedures for Complex Chapter 11 Bankruptcy Cases.

14. Retention of Jurisdiction. The Court has and will retain jurisdiction to enforce this Interim Order according to its terms.

DONE AND ORDERED on September ___, 2015.

Honorable Letitia Z. Paul
United States Bankruptcy Judge

Black Elk Energy Offshore Operations

5 Week Cash Flow

	Week 1	Week 2	Week 3	Week 4	Week 5	5 Week Total
Starting:	9/7/2015	9/13/2015	9/19/2015	9/25/2015	10/1/2015	
Ending:	9/13/2015	9/19/2015	9/25/2015	10/1/2015	10/7/2015	
<u>Operating Cash Receipts</u>						
Oil & Gas Receipts	-	-	-	154,782	-	154,782
JIB Receipts	19,666	5,540	-	17,005	1,768	43,979
Total Receipts, Gross	19,666	5,540	-	171,788	1,768	198,761
Royalties & Severance Taxes Paid				(4,888)		(4,888)
Total Operating Receipts, Net	19,666	5,540	-	171,788	(3,121)	193,873
Lease Operating Expenses	(81,516)	(81,516)	(81,516)	(81,516)	(81,516)	(407,578)
JIB Disbursements	-	-	-			-
Capital Expenditures						-
Direct Operating Disbursements	(81,516)	(81,516)	(81,516)	(81,516)	(81,516)	(407,578)
Hourly Payroll	(5,588)	(5,588)	(5,588)	(5,588)	(5,588)	(27,939)
Salary Payroll			(95,643)		(120,489)	(216,133)
Benefits Expense		(48,122)		(3,256)		(51,378)
Rent and Lease	(15,401)	(10,000)				(25,401)
Utilities	(2,737)			(2,306)		(5,044)
Other G&A		(147,788)	(49)	(2,101)	(374)	(150,313)
General and Administrative	(23,726)	(211,499)	(101,280)	(13,251)	(126,451)	(476,206)
Extended Payables						-
Total Operating Disbursements	(105,241)	(293,014)	(182,796)	(94,766)	(207,967)	(883,784)
OPERATING CASH FLOW	(85,575)	(287,474)	(182,796)	77,021	(211,088)	(689,911)
Surety bond proceeds (1)	5,000,000					5,000,000
Total Proceeds	5,000,000					5,000,000
Debtor Professional Fees	(237,500)	(62,500)	(62,500)	(62,500)	(237,500)	(662,500)
UCC Professional Fees (2)				(50,000)		(50,000)
Indenture Trustee Professional Fees				(100,000)		(100,000)
Adequate Protection Payments				(150,000)		(150,000)
Independent Director's Committee Fees				(25,000)		(25,000)
Required Deposits	(195,000)	(10,000)				(205,000)
Total Misc. Disbursements	(432,500)	(72,500)	(62,500)	(387,500)	(237,500)	(1,192,500)
Principal Payments						-
Interest Payments & Fees						-
Total Debt Service Expenses						-
NET CASH FLOW	4,481,925	(359,974)	(245,296)	(310,479)	(448,588)	3,117,589
Beginning Cash Balance	126,359	4,608,284	4,248,310	4,003,014	3,692,536	
Net Cash Flow	4,481,925	(359,974)	(245,296)	(310,479)	(448,588)	
Ending Cash Balance	4,608,284	4,248,310	4,003,014	3,692,536	3,243,948	

(1) Assumes proceeds from surety bonds are released in a timely manner.

(2) As of the date of this budget, there has been no UCC appointed. The fee projections herein are based upon discussions with counsel to the Ad Hoc Noteholders Committee. At such time as other parties in interest are appointed or designated, the Debtors intend to meet and confer with those appointed parties in interest to determine appropriate carve-outs.

Black Elk Energy Offshore Operations

5 Week Cash Flow

	Week 1	Week 2	Week 3	Week 4	Week 5	5 Week Total
Starting:	9/7/2015	9/13/2015	9/19/2015	9/25/2015	10/1/2015	
Ending:	9/13/2015	9/19/2015	9/25/2015	10/1/2015	10/7/2015	
<u>Operating Cash Receipts</u>						
Oil & Gas Receipts	-	-	-	154,782	-	154,782
JIB Receipts	19,666	5,540	-	17,005	1,768	43,979
Total Receipts, Gross	19,666	5,540	-	171,788	1,768	198,761
Royalties & Severance Taxes Paid				(4,888)		(4,888)
Total Operating Receipts, Net	19,666	5,540	-	171,788	(3,121)	193,873
Lease Operating Expenses	(81,516)	(81,516)	(81,516)	(81,516)	(81,516)	(407,578)
JIB Disbursements	-	-	-	-	-	-
Capital Expenditures						
Direct Operating Disbursements	(81,516)	(81,516)	(81,516)	(81,516)	(81,516)	(407,578)
Hourly Payroll	(5,588)	(5,588)	(5,588)	(5,588)	(5,588)	(27,939)
Salary Payroll			(95,643)		(120,489)	(216,133)
Benefits Expense		(48,122)		(3,256)		(51,378)
Rent and Lease	(15,401)	(10,000)				(25,401)
Utilities	(2,737)			(2,306)		(5,044)
Other G&A		(147,788)	(49)	(2,101)	(374)	(150,313)
General and Administrative	(23,726)	(211,499)	(101,280)	(13,251)	(126,451)	(476,206)
Extended Payables						
Total Operating Disbursements	(105,241)	(293,014)	(182,796)	(94,766)	(207,967)	(883,784)
OPERATING CASH FLOW	(85,575)	(287,474)	(182,796)	77,021	(211,088)	(689,911)
Surety bond proceeds (1)	5,000,000					5,000,000
Total Proceeds	5,000,000					5,000,000
Debtor Professional Fees	(237,500)	(62,500)	(62,500)	(62,500)	(237,500)	(662,500)
UCC Professional Fees (2)				(50,000)		(50,000)
Indenture Trustee Professional Fees				(100,000)		(100,000)
Adequate Protection Payments				(150,000)		(150,000)
Independent Director's Committee Fees				(25,000)		(25,000)
Required Deposits	(195,000)	(10,000)				(205,000)
Total Misc. Disbursements	(432,500)	(72,500)	(62,500)	(387,500)	(237,500)	(1,192,500)
Principal Payments						-
Interest Payments & Fees						-
Total Debt Service Expenses						-
NET CASH FLOW	4,481,925	(359,974)	(245,296)	(310,479)	(448,588)	3,117,589
Beginning Cash Balance	126,359	4,608,284	4,248,310	4,003,014	3,692,536	
Net Cash Flow	4,481,925	(359,974)	(245,296)	(310,479)	(448,588)	
Ending Cash Balance	4,608,284	4,248,310	4,003,014	3,692,536	3,243,948	

(1) Assumes proceeds from surety bonds are released in a timely manner.

(2) As of the date of this budget, there has been no UCC appointed. The fee projections herein are based upon discussions with counsel to the Ad Hoc Noteholders Committee. At such time as other parties in interest are appointed or designated, the Debtors intend to meet and confer with those appointed parties in interest to determine appropriate carve-outs.